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**福記食品服務控股有限公司**  
(已委任臨時清盤人)

**FU JI Food and Catering Services Holdings Limited**  
(Provisional Liquidators Appointed)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1175)

**HK\$1,000,000,000 ZERO COUPON CONVERTIBLE BONDS**  
**DUE 2009**  
(Stock Code: 1506)

**RMB1,500,000,000 HK\$ SETTLED ZERO COUPON CONVERTIBLE**  
**BONDS DUE 2010**  
(Stock Code: 1603)

**ANNOUNCEMENT**

- (1) THE RESTAURANT BUSINESS AND PROCESSING CENTRES DISPOSAL  
SANCTIONED BY THE COURT**
- (2) SUBMISSION OF RESUMPTION PROPOSAL**
- (3) SCHEME OF ARRANGEMENT**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

Reference is made to the Company's announcement made on 26 May 2010 relating to the Heads of Terms. The Provisional Liquidators subsequently considered that the Heads of Terms should be varied so that the Restaurant Business and Processing Centres could be spun out of the Group and disposed of to the Investor immediately since (i) the prospect of a rapid turnaround of the Restaurant Business in the near future would be challenging and (ii) the Processing Centres are idle and no longer needed. The Restaurant Business and Processing Centres SPA effecting the Restaurant Business and Processing Centres Disposal was executed on 13 January 2011.

Consideration for the Restaurant Business and Processing Centres Disposal comprises the cash sum of HK\$10,000,000.00 and the assumption of the Agreed Existing Liabilities of approximately HK\$143,966,895.34 by the Purchaser.

On 14 January 2011, the Company submitted a Resumption Proposal to the Stock Exchange seeking Resumption of trading in the Shares on the Main Board of the Stock Exchange based on the existing Catering Business and convenience food business. Further announcement(s) will be made in respect of any progress in this regard as and when required under the Listing Rules.

Pursuant to an Order by the High Court dated 11 March 2011, the Company convened a Scheme Creditors' Meeting on 29 April 2011 to consider and, if thought fit, approve a scheme of arrangement proposed to be made between the Company and its Scheme Creditors. At the Scheme Creditors' Meeting, the requisite majority of the Scheme Creditors approved the scheme of arrangement. On 17 May 2011, the High Court of Hong Kong sanctioned the Scheme.

## **1. INTRODUCTION**

Reference is made to the announcement of the Company dated 26 May 2010 in respect of the Heads of Terms. The Company wishes to provide additional information on the Phase II Disposal as stipulated in the Heads of Terms.

On 1 April 2010, the Hong Kong Court sanctioned, among other things, the Disposals contemplated in the Heads of Terms. Pursuant to the Heads of Terms, it was originally intended that the Restaurant Business and Processing Centres would remain within the Restructured Group unless the Resumption Proposal was not approved by the Stock Exchange and the Investor did not become the controlling shareholder of the Company, in which case the Restaurant Business and Processing Centres (among other things) would be disposed of to the Investor in accordance with the Phase II Disposal.

The Provisional Liquidators subsequently considered that the Heads of Terms should be varied so that the Restaurant Business and certain idle Processing Centres could be spun out of the Group and disposed of to the Investor immediately (i.e. the Restaurant Business and Processing Centres Disposal). The Restaurant Business was incurring operating losses and the idle Processing Centres are not in operation and are no longer needed but the owners (being certain Target Companies) are liable for the outstanding and future rental liabilities under the long term lease arrangements.

The principal agreement that effects the Restaurant Business and Processing Centres Disposal, namely the Restaurant Business and Processing Centres SPA, was executed by all of the parties thereto on 13 January 2011 and was sanctioned by the Hong Kong Court on 27 January 2011.

## **2. THE SALE AND PURCHASE AGREEMENT**

Date: 13 January 2011

Parties: 1. the Company  
2. the Provisional Liquidators  
3. FUJI United (SH)  
4. Qingdao Weixianda  
5. Sky Achieve  
6. Shanghai Daily Fresh  
7. Shanghai Weishuo  
8. the Purchaser  
9. the Investor

## **2.1 The Restaurant Business and Processing Centres Disposal**

Subject to the terms and conditions of the Restaurant Business and Processing Centres SPA, the Company has agreed to dispose of the Restaurant Business, the Processing Centres and the Additional Companies to the Purchaser by (i) the disposal of the Transferred Interests in the Target Companies and (ii) the creation of certain trusts including, inter alia, over the Excluded Interests in favour of the Company absolutely until such time as the Company vests such Excluded Interests in itself or otherwise deals with such Excluded Interests.

Restaurant Business refers to the ten (10) Chinese restaurants in different cities in the PRC, including Shanghai, Suzhou and Beijing.

Processing Centres comprise thirteen (13) rented processing centres which were formerly used to support the Group's operations but have been left idle for the past 1.5 years.

Additional Companies refer to those holding or intermediate holding companies which according to PRC management of the Group have not carried on any business as at the date of the Restaurant Business and Processing Centres SPA.

## **2.2 The Impact of the Restaurant Business and Processing Centres Disposal on the Group and its creditors**

The Restaurant Business and Processing Centres Disposal should improve the financial position of the Group for the following reasons:

- (i) the Group will no longer be burdened by the outstanding rental liabilities or any future losses relating to the Restaurant Business and Processing Centres; and
- (ii) the outstanding liabilities of the Group will be reduced by approximately RMB122.4 million (equivalent to approximately HK\$144.0 million) through the assumption by the Purchaser of the Agreed Existing Liabilities pursuant to the Restaurant Business and Processing Centres SPA.

## **2.3 Cash consideration**

The cash consideration was determined on normal commercial terms and after arm's length negotiations between the Provisional Liquidators and the Investor in accordance with the Heads of Terms.

The cash consideration of HK\$10,000,000.00 will be satisfied as follows: (i) within one calendar month of the Signing, the Purchaser shall pay to the Company HK\$5,000,000.00; (ii) within one calendar month following Closing, the Purchaser shall pay to the Company the remaining balance of HK\$5,000,000.00.

The Investor is a surety and guarantor of all the Purchaser's obligations (including with respect to payment of the Consideration) under the Restaurant Business and Processing Centres SPA.

## **2.4 Agreed Existing Liabilities**

The Agreed Existing Liabilities were determined on normal commercial terms and after arm's length negotiations between the Provisional Liquidators and the Investor in accordance with the Heads of Terms.

The Agreed Existing Liabilities in the amount of RMB 122,371,861.04 (equivalent to approximately HK\$143,966,895.34) represent the aggregate total indebtedness of the Target Companies as agreed between the Company and the Purchaser.

Immediately following the Signing, and notwithstanding that the necessary third party consents and/or perfection may not have occurred or been obtained, the parties to the Restaurant Business and Processing Centres SPA agreed that the Agreed Existing Liabilities and all liabilities arising thereunder and in connection therewith shall be deemed assumed absolutely by the Purchaser.

## **2.5 Conditions precedent**

The obligations of the Disposing Companies and the Purchaser to complete the transactions under the Restaurant Business and Processing Centre SPA are subject to the satisfaction (or, if permissible, waiver by the party for whose benefit such conditions exist) of the following conditions:

- (i) an order of the Hong Kong Court sanctioning the Restaurant Business and Processing Centres Disposal;
- (ii) receipt by the Provisional Liquidators of a bank statement from the Purchaser providing satisfactory evidence that the Purchaser has sufficient unencumbered funds to complete the Restaurant Business and Processing Centres Disposal and other confirmation of funds as may be required by the Stock Exchange and/or Securities and Futures Commission;
- (iii) the parties having duly executed, or caused to be duly executed, the Second Company Trust Deed;
- (iv) the parties having duly executed, or caused to be duly executed, the Second Purchaser Trust Deed;
- (v) unless waived by the Purchaser in writing, the Stock Exchange issuing a 'no comment' letter in reply to the written notification delivered to the Stock Exchange informing the Stock Exchange of the Restaurant Business and Processing Centres Disposal;
- (vi) the Purchaser's representations and warranties in the Restaurant Business and Processing Centres SPA being true in all material respects;
- (vii) the Purchaser having provided the Company with a certified true copy of the resolutions of the board of directors of the Purchaser authorising the due execution and performance of the Restaurant Business and Processing Centres SPA and the transactions contemplated thereby;
- (viii) the Investor having provided the Company with a certified true copy of the resolutions of the board of directors of the Investor authorising the due execution and performance of

the Restaurant Business and Processing Centres SPA and the transactions contemplated thereby; and

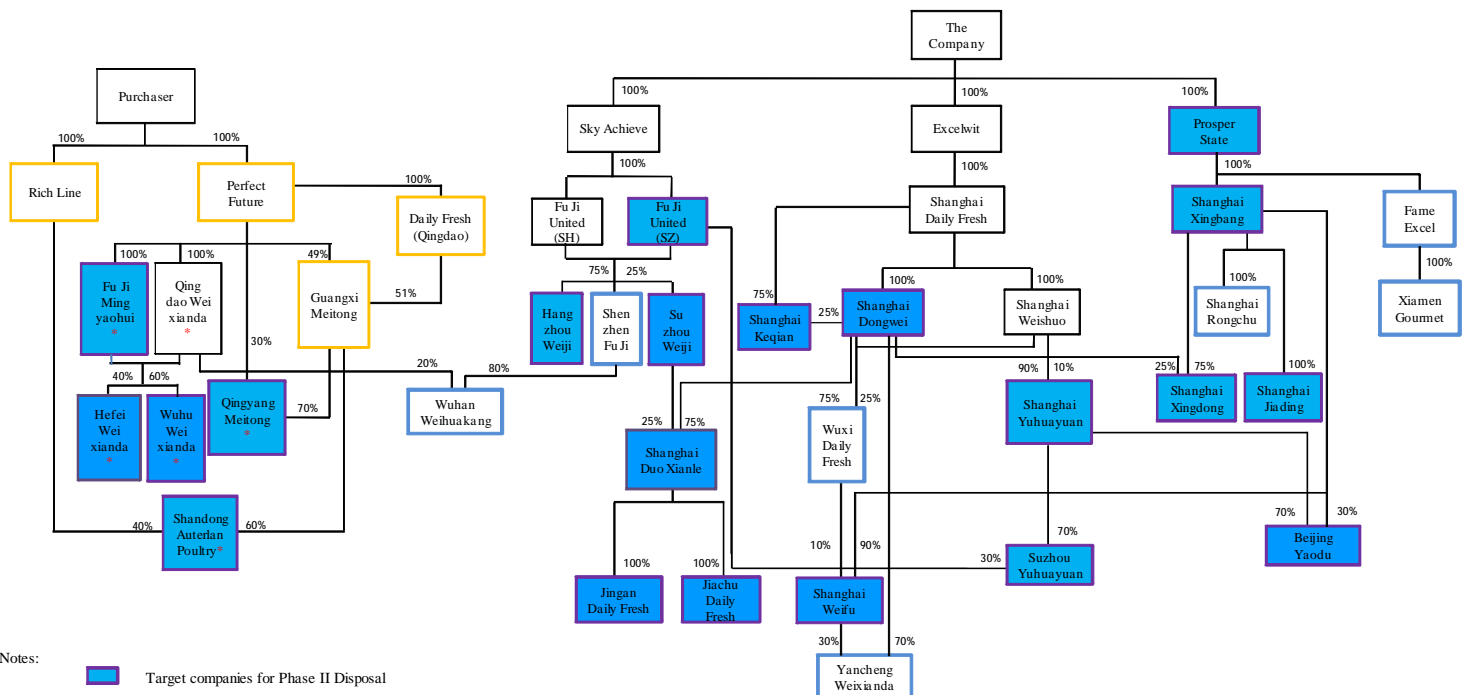
- (ix) the parties having performed and complied in all material respects with all of their respective obligations under the Restaurant Business and Processing Centres SPA which are to be performed or complied with by them prior to the completion of the Restaurant Business and Processing Centres SPA (unless the same shall have been waived in writing by the Provisional Liquidators), and the parties not otherwise being in default in any material respect under any of the provisions of the Restaurant Business and Processing Centres SPA.

The Parties to the Restaurant Business and Processing Centres Disposal consider that conditions (i), (iii), (iv) and (v) above are satisfied.

### 2.6 Structure of the Target Companies and Excluded Subsidiaries

The following chart sets out the shareholding and beneficial ownership structure of the simplified Group consisting of the Target Companies and Excluded Subsidiaries before the Restaurant Business and Processing Centres Disposal.

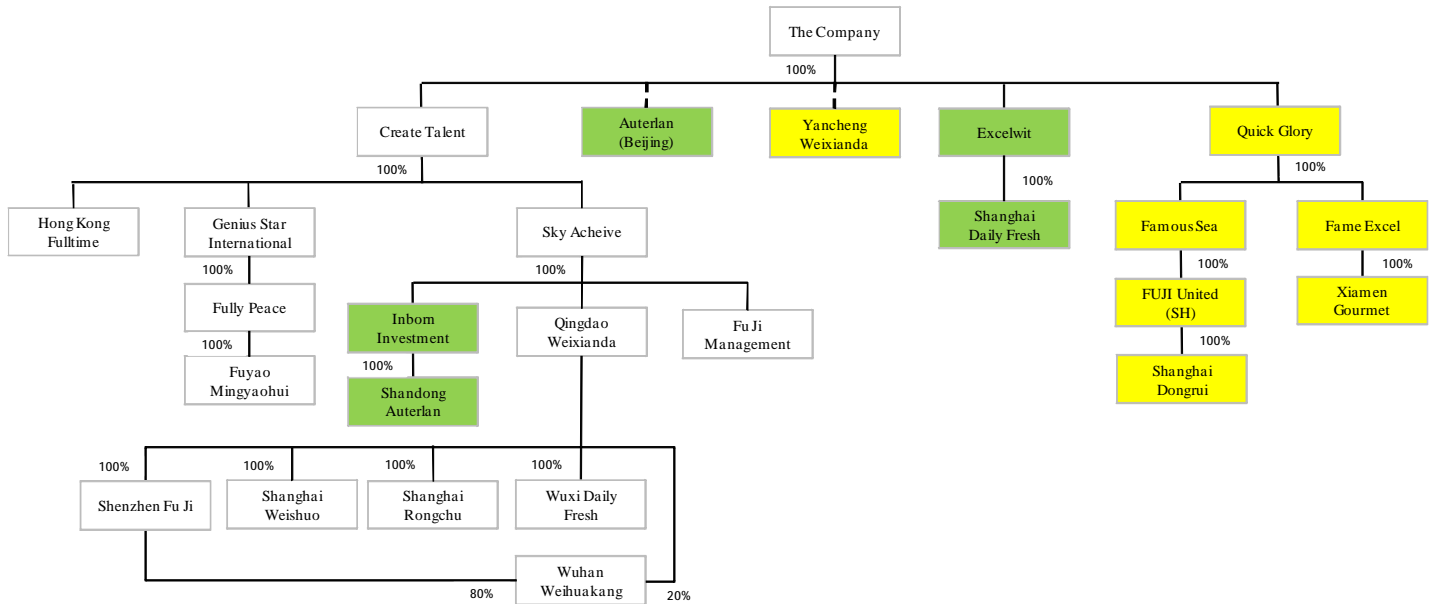
Immediately before Restaurant Business and Processing Centres Disposal



Notes:  
 \* Currently hold by Investor in Phase I Disposal on behalf of FU JI under purchaser trust deed

The following chart sets out the contemplated shareholding and beneficial ownership structure of the remaining members of the Group after the Restaurant Business and Processing Centres Disposal.

Contemplated structure of the Group after Restaurant Business and Processing Centres Disposal



Notes:

- Companies to be disposed of in Phase III Disposal
- Companies to be transferred into the Scheme
- The Company owns the beneficial interest in Auterlan (Beijing) and Yancheng Weixianda through trust deeds

**2.7 Information about the Purchaser and the Investor**

The Purchaser is wholly-owned and controlled by the Investor.

The Investor is the same investor mentioned in the Company's announcement made on 26 May 2010. It is a company incorporated in the BVI which is currently held by two nominee individual shareholders each holding 50% of the issued share capital. Investor Holdco is a company established in the PRC and is controlled by Anhui Investment through Anhui Venture. Anhui Investment holds 40% effective interest in Investor Holdco. Other shareholders of Investor Holdco include Redbud Holding (through Shanghai Huali) and Guangdong Huaheng. Each of Redbud Holding and Guangdong Huaheng holds 30% effective interest in Investor Holdco.

**2.8 Implications under the Listing Rules**

In a recent Listing Decision (HKEx-LD112-2 (November 2010)), it was decided that the requirements to dispatch a circular and to obtain shareholder approval under Listing Rules 14.48 and 14.49 do not apply to the disposal by provisional liquidators appointed by the Hong Kong Court of an insolvent company's business where such disposal is sanctioned by the Hong Kong

Court and where the proceeds would only be available to repay the creditors because the shareholders had no economic interest left in the Company.

The Restaurant Business and Processing Centres Disposal does not require the dispatch of a circular or the obtaining of shareholder approval and accordingly the Provisional Liquidators will proceed with the Restaurant Business and Processing Centres Disposal.

### **3. SUBMISSION OF RESUMPTION PROPOSAL**

On 14 January 2011, the Company submitted a Resumption Proposal to the Stock Exchange seeking Resumption of trading in the Shares on the Main Board of the Stock Exchange.

The Resumption Proposal delineates, among other things, how the Company addresses various matters and requirements stated in the letter from Stock Exchange dated 30 July 2010. Shareholders may refer to the Company's earlier announcement made on 4 August 2010 for details of such matters and requirements.

It is proposed under the Resumption Proposal that the Catering Business, together with the ancillary convenience food business, will continue to be operated in the Group. The Company believes that if the Company operates its business according to the Resumption Proposal, it will be able to demonstrate a sufficient level of operations as required under the Listing Rules and thus satisfy one of the criteria for the Resumption of the trading in its Shares. The current average monthly turnover generated from the Catering Business and the convenience food business is more than HK\$11 million and HK\$250,000, respectively.

Further announcement(s) will be made in respect of any progress in this regard as and when required under the Listing Rules.

### **4. SCHEME OF ARRANGEMENT**

On 11 March 2011, the Hong Kong Court directed that a meeting of Scheme Creditors (as defined in the Scheme) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to section 166 of the Companies Ordinance (Cap. 32) proposed to be made between the Company and the Scheme Creditors.

At the Scheme Creditors' Meeting held on 29 April 2011, the Scheme of Arrangement was approved by the requisite majority of Scheme Creditors and on 17 May 2011 the Hong Kong Court sanctioned the Scheme.

### **5. GENERAL**

At the request of the Company, trading in the Shares and convertible bonds of the Company has been suspended since 29 July 2009 and shall remain suspended until further notice.

**Completion of the restructuring involves, among other things, the entering into of various definitive documents. The release of this announcement is not an indication that the restructuring will be completed or trading of the Shares will be resumed.**

## DEFINITIONS

<b>“Additional Companies”</b>	collectively, Hangzhou Weiji, Hefei Weixianda, Jiachu Daily Fresh, Jingan Daily Fresh, Prosper State, Shandong Auterlan Poultry, Shanghai Duo Xianle, Shanghai Jiading, Shanghai Keqian, Shanghai Weifu, Suzhou Yuhuayuan and Wuhu Weixianda
<b>“Agreed Existing Liabilities”</b>	the amount of RMB122,371,861.04 (equivalent to approximately HK\$143,966,895.34) which represents the total indebtedness of the Target Companies to be assumed by the Purchaser as agreed by the Company and the Purchaser
<b>“Anhui Investment”</b>	安徽省投資集團有限責任公司 (Anhui Province Investment Group Co., Ltd.*), a state-owned enterprise in the PRC
<b>“Anhui Venture”</b>	安徽省創業投資有限公司 (Anhui Province Venture Investment Group Co., Ltd.*), a company established under the laws of the PRC and wholly-owned by Anhui Investment
<b>“Auterlan (Beijing)”</b>	澳特萊(北京)食品工業有限公司 (Auterlan (Beijing) Food Industry Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Beijing Yaodu”</b>	北京堯都餐飲有限公司 (Beijing Yaodu Catering Company Ltd.*), a company incorporated under the laws of the PRC
<b>“BVI”</b>	British Virgin Islands
<b>“Catering Business”</b>	collectively, the industrial and contract catering business carried on (and formerly carried on) by certain companies of the Group
<b>“Closing”</b>	completion of the Restaurant Business and Processing Centres SPA as defined therein
<b>“Company”</b>	FU JI Food and Catering Services Holdings Limited (福記食品服務控股有限公司) (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Stock Exchange
<b>“Consideration”</b>	the total consideration of HK\$153,996,895.34, consisting of (i) the Agreed Existing Liabilities and (ii) the cash sum of HK\$10,000,000.00



<b>“Create Talent”</b>	Create Talent Ltd. (傑創有限公司), a company incorporated in the BVI
<b>“Daily Fresh (Qingdao)”</b>	多鮮樂(青島)餐飲管理有限公司(Daily Fresh (Qingdao) Catering Management Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Disposal”</b>	means any sale, assignment, exchange, realisation, ingathering, transfer, concession, loan, lease, parting with use, occupation or possession, hiring out, direct or indirect reservation, dealing with or in granting any option, right of first refusal or other right or interest whatsoever or any agreement for any of the same, and <b>“Dispose”</b> and <b>“Disposed”</b> shall be construed accordingly
<b>“Disposing Companies”</b>	collectively, the Company, FUJI United (SH), Qingdao Weixianda, Sky Achieve, Shanghai Daily Fresh and Shanghai Weishuo
<b>“Excelwit”</b>	Excelwit Group Ltd. (卓穎集團有限公司), a company incorporated in the BVI
<b>“Excluded Assets”</b>	cash, the accounts receivable, the Intercompany Accounts and any other asset or property which is not expressly included as part of the Transferred Interests under the Restaurant Business and Processing Centres SPA.
<b>“Excluded Interests”</b>	means all and any interests in the registered capital of the Excluded Subsidiaries held or controlled directly or indirectly by FUJI United (SH), FUJI United (SZ), Prosper State, Qingdao Weixianda, Shanghai Dongwei, Shanghai Weifu, Shanghai Weishuo and Shanghai Xingbang, together with all powers and any other interests and privileges arising therefrom or related thereto, as of and after Closing
<b>“Excluded Subsidiaries”</b>	means collectively, Fame Excel, Shanghai Rongchu, Shenzhen Fu Ji, Wuhan WeiHuakang, Wuxi Daily Fresh, Xiamen Gourmet and Yancheng Weixianda
<b>“Fame Excel”</b>	Fame Excel Ltd. (紹榮有限公司), a company incorporated under the laws of Hong Kong
<b>“Famous Sea”</b>	Famous Sea Group Ltd. (名海集團有限公司), a company incorporated in the BVI
<b>“Fu Ji Management”</b>	Fu Ji Management Ltd. (福記管理有限公司), a company incorporated under the laws of Hong Kong

<b>“Fu Ji Mingyaohui”</b>	福記名肴會(上海)餐飲有限公司 (Fu Ji Mingyaohui (Shanghai) Catering Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“FUJI United (SH)”</b>	福記聯合(上海)餐飲有限公司 (FUJI United (Shanghai) Catering Ltd.*), a company incorporated under the laws of the PRC
<b>“FUJI United (SZ)”</b>	福記聯合(蘇州)餐飲有限公司 (FUJI United (Suzhou) Catering Ltd.*), a company incorporated under the laws of the PRC
<b>“Fully Peace”</b>	Fully Peace Ltd. (太和有限公司), a company incorporated under the laws of Hong Kong
<b>“Fuyao Mingyaohui”</b>	福堯名肴會(上海)餐飲有限公司 (Fuyao Mingyaohui (Shanghai) Catering Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Genius Star”</b>	Genius Star International Ltd. (賢星國際有限公司), a company incorporated in the BVI
<b>“Group”</b>	the Company, its subsidiaries and associates from time to time
<b>“Guangdong Huaheng”</b>	廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*), a company established under the laws of the PRC
<b>“Guangxi Meitong”</b>	廣西美通食品有限公司 (Guangxi Meitong Foods Co., Ltd.*), a company established under the laws of the PRC
<b>“Hangzhou Weiji”</b>	杭州味吉送餐服務有限公司 (Hangzhou Weiji Catering Services Ltd.*), a company established under the laws of the PRC
<b>“Heads of Terms”</b>	the heads of terms dated 16 March 2010 entered into by the Company, the Provisional Liquidators (without personal liability) and the Investor setting out the agreement of the parties in respect of major provisions of the Group's restructuring which are subject to the execution of definitive documentation in due course
<b>“Hefei Weixianda”</b>	合肥味鮮達餐飲服務有限公司 (Hefei Weixianda Catering Services Ltd.*), a company established under the laws of the PRC
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong from time to time
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC

<b>“Hong Kong Court”</b>	the High Court of Hong Kong
<b>“Hong Kong Fulltime”</b>	Hong Kong Fulltime Ltd. (香港富大有限公司), a company incorporated under the laws of Hong Kong
<b>“Inborn Investment”</b>	Inborn Investment Ltd. (天賦投資有限公司), a company incorporated in the BVI
<b>“Intercompany Accounts”</b>	any and all intercompany accounts and intercompany liabilities and obligations, including but not limited to accounts receivable, notes receivables, accounts payable, notes payable, any other intercompany receivables and payables, intercompany sales and purchases and profit and loss sharing obligations, whether or not on a financial statement or general ledger, which arise or are made between members of the Group
<b>“Investor”</b>	Marvel Light Holdings Limited (奇輝控股有限公司), a company incorporated in the BVI
<b>“Investor Holdco”</b>	安徽豐收投資有限公司 (Anhui Harvest Investment Co., Ltd.*), a company established in the PRC and controlled by Anhui Investment, a state-owned enterprise in the PRC, through Anhui Venture which holds 40% effective interest in Investor Holdco. Other shareholders of Investor Holdco include Redbud Holding, through Shanghai Huali, and Guangdong Huaheng. Each of Redbud Holding and Guangdong Huaheng holds a 30% effective interest in Investor Holdco
<b>“Jiachu Daily Fresh”</b>	上海家廚多鮮樂食品銷售有限公司 (Jiachu Daily Fresh Food Sales Co., Ltd.*), a company established under the laws of the PRC
<b>“Jingan Daily Fresh”</b>	上海靜安多鮮樂食品銷售有限公司 (Jingan Daily Fresh Food Sales Co., Ltd.*), a company established under the laws of the PRC
<b>“Listing Rules”</b>	the rules governing the listing of securities on the Stock Exchange
<b>“Perfect Future”</b>	Perfect Future Investment Ltd. (創輝投資有限公司), a company incorporated under the laws of Hong Kong
<b>“Phase II Disposal”</b>	the disposal of the Phase II Assets as stipulated in the Heads of Terms (either directly or indirectly with other members of the Group) to the Purchaser
<b>“PRC”</b>	the People’s Republic of China (for the purposes of this announcement excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan)

<b>“Processing Centres”</b>	collectively, the idle processing centres operated by FUJI United (SH), FUJI United (SZ), Shanghai Dongwei, Shanghai Xingbang, Shenzhen Fu Ji, Suzhou Weiji and Qingyang Meitong
<b>“Prosper State”</b>	Prosper State International Ltd. (邦盛國際有限公司), a company incorporated in the BVI
<b>“Provisional Liquidators”</b>	Messrs Yeung Lui Ming (Edmund), Lai Kar Yan (Derek) and Darach E. Haughey of Deloitte Touche Tohmatsu of 35 <sup>th</sup> Floor, One Pacific Place, 88 Queensway, Hong Kong, acting without personal liability
<b>“Purchaser”</b>	Fortune Guard Holdings Limited (保祺控股有限公司), a company incorporated in the BVI and wholly-owned by the Investor which shall be the owner of the Target Companies following the Closing
<b>“Qingdao Weixianda”</b>	青島味鮮達餐飲服務有限公司 (Qing Dao Wei Xian Da Catering Services Ltd.*), a company established under the laws of the PRC
<b>“Qingyang Meitong”</b>	青陽美通農業發展有限公司 (Qingyang Meitong Agricultural Development Ltd.*), a company established under the laws of the PRC
<b>“Quick Glory”</b>	Quick Glory Ltd. (耀捷有限公司), a company incorporated in the BVI
<b>“Redbud Holding”</b>	紫荊控股有限公司 (Tsinghua Redbud Holding Ltd.*), a state-owned enterprise in the PRC
<b>“Restaurant Business”</b>	collectively, the Chinese restaurant business carried on or controlled (and formerly carried on or controlled) by certain Group companies (namely, Beijing Yaodu, Fu Ji Mingyaohui, FUJI United (SH), FUJI United (SZ), Fuyao Mingyaohui, Shanghai Dongwei, Shanghai Xingbang and Shanghai Yuhuayuan) and which formed an integral part of the Group prior to the Signing
<b>“Restaurant Business and Processing Centres SPA”</b>	the sale and purchase agreement dated 13 January 2011 entered into by the Company, FUJI United (SH), Qingdao Weixianda, Sky Achieve, Shanghai Daily Fresh, Shanghai Weishuo, the Provisional Liquidators, the Purchaser and the Investor in respect of the Restaurant Business and Processing Centres Disposal

<b>“Restructured Group”</b>	collectively, the Company and the retained subsidiaries after various disposals and the restructuring, which will form the group of companies seeking Resumption
<b>“Resumption”</b>	Resumption of trading in the Shares on the Main Board of the Stock Exchange
<b>“Resumption Proposal”</b>	the written proposal submitted on 14 January 2011 to Stock Exchange (as supplemented or amended from time to time) seeking Resumption
<b>“Rich Line”</b>	Rich Line Investment Ltd. (富線投資有限公司), a company incorporated in the BVI
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC from time to time
<b>“Scheme”</b>	means the scheme of arrangement proposed by the company under Section 166 of the Companies Ordinance (Chapter 32) of the laws of Hong Kong in its present form subject only to such modifications, conditions and/or approvals as may be imposed by the Hong Kong Court and as permitted by the terms of the Scheme
<b>“Scheme Creditors' Meeting”</b>	means the meeting of Scheme Creditors (as defined in the Scheme) convened by the Company and held on 29 April 2011 pursuant to an Order of the High Court dated 11 March 2011 at which the Scheme was considered and voted upon
<b>“Second Company Trust Deed”</b>	a trust deed entered into between Shanghai Weishuo, the Purchaser and the Provisional Liquidators with the Purchaser as the trust beneficiary of certain members of the Group
<b>“Second Purchaser Trust Deed”</b>	a trust deed entered into between Prosper State, FUJI United (SZ), Shanghai Dongwei, Shanghai Weifu, Shanghai Xingbang, the Company and the Provisional Liquidators with the Company as the trust beneficiary of certain members of the Group
<b>“Shandong Auterlan Poultry”</b>	山東澳特萊禽畜養殖有限公司 (Shandong Auterlan Poultry & Livestock Breeding Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shandong Auterlan”</b>	山東澳特萊實業有限公司 (Shandong Auterlan Industrial Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Daily Fresh”</b>	上海多鮮樂食品工業有限公司 (Shanghai Daily Fresh Food Industry Co., Ltd.*), a company incorporated under the laws of the PRC

<b>“Shanghai Dongrui”</b>	上海東銳餐飲配送服務有限公司 (Shanghai Dongrui Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Dongwei”</b>	上海東偉餐飲服務有限公司 (Shanghai Dongwei Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Duo Xianle”</b>	上海多鮮樂食品銷售有限公司 (Shanghai Duo Xianle Food Sales Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Huali”</b>	上海華利投資有限公司 (Shanghai Huali Investment Co., Ltd.*), a company established under the laws of the PRC and owned as to 80% by Redbud Holding
<b>“Shanghai Jiading”</b>	上海福記聯合嘉定餐飲有限公司 (Shanghai Fu Ji United Jiading Catering Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Keqian”</b>	上海可前物流有限公司 (Shanghai Ke Qian Logistics Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Rongchu”</b>	上海隆廚餐飲服務有限公司 (Shanghai Rongchu Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Weifu”</b>	上海味福餐飲服務有限公司 (Shanghai Weifu Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Weishuo”</b>	上海味碩餐飲配送服務有限公司 (Shanghai Weishuo Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Xingbang”</b>	上海興邦餐飲管理有限公司 (Shanghai Xingbang Catering Management Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Xingdong”</b>	上海興東餐飲服務有限公司 (Shanghai Xingdong Catering Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Shanghai Yuhuayuan”</b>	上海福記聯合御花園餐飲有限公司 (Fu Ji United (Shanghai) Yuhuayuan Catering Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Shareholders”</b>	holders of the Shares

<b>“Shares”</b>	ordinary share(s) of HK\$0.01 each in the share capital of the Company
<b>“Shenzhen Fu Ji”</b>	深圳市福記標準送餐服務系統有限公司 (Shenzhen Fu Ji Standard Catering Services System Ltd.*), a company incorporated under the laws of the PRC
<b>“Signing”</b>	the due execution of the Restaurant Business and Processing Centres SPA by each of the parties thereto
<b>“Signing Date”</b>	the date on which Signing occurs
<b>“Sky Achieve”</b>	Sky Achieve Ltd. (天成有限公司), a company incorporated in the BVI
<b>“Special Circumstances”</b>	where upon Signing, the prevailing circumstances do not permit a change in the legal ownership structure of any of the Target Companies because of applicable laws
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Suzhou Weiji”</b>	蘇州市味吉送餐系統服務有限公司 (Suzhou Weiji Catering System Services Ltd.*), a company incorporated under the laws of the PRC
<b>“Suzhou Yuhuayuan”</b>	蘇州福記聯合御花園餐飲有限公司 (Fu Ji United (Suzhou) Yuhuayuan Catering Co., Ltd.*), a company incorporated under the laws of the PRC
<b>“Target Companies”</b>	collectively, Beijing Yaodu, Fu Ji Mingyaohui, FUJI United (SZ), Hangzhou Weiji, Hefei Weixianda, Jiachu Daily Fresh, Jingan Daily Fresh, Prosper State, Qingyang Meitong, Shandong Auterlan Poultry, Shanghai Dongwei, Shanghai Duo Xianle, Shanghai Jiading, Shanghai Keqian, Shanghai Weifu, Shanghai Xingbang, Shanghai Xingdong, Shanghai Yuhuayuan, Suzhou Weiji, Suzhou Yuhuayuan and Wuhu Weixianda but excluding any and all Excluded Interests
<b>“Transferred Interests”</b>	all and any interests in the registered capital of each and all Target Companies as may be owned by or as may be under the control of the Disposing Companies, together with all powers and all other interests and privileges arising therefrom or related thereto, immediately prior to Closing; Transferred Interests shall in any event exclude all Excluded Assets
<b>“Wuhan WeiHuakang”</b>	武漢市味華康餐飲服務有限公司 (Wuhan WeiHuakang Catering Services Ltd.*), a company incorporated under the laws of the PRC

“Wuhu Weixianda”	蕪湖味鮮達餐飲服務有限公司 (Wuhu Weixianda Catering Services Ltd.*), a company incorporated under the laws of the PRC
“Wuxi Daily Fresh”	無錫多鮮樂貿易有限公司 (Wuxi Daily Fresh Trading Co., Ltd.*), a company incorporated under the laws of the PRC
“Xiamen Gourmet”	廈門古味美餐飲有限公司 (Xiamen Gourmet Catering Co., Ltd.*), a company incorporated under the laws of the PRC
“Yancheng Weixianda”	鹽城味鮮達餐飲服務有限公司 (Yancheng Weixianda Catering Services Ltd.*), a company incorporated under the laws of the PRC

For and on behalf of  
**FU JI Food and Catering Services Holdings Limited**  
**(Provisional Liquidators appointed)**

Lai Kar Yan (Derek)

Yeung Lui Ming (Edmund)

Darach E. Haughey

*Joint and Several Provisional Liquidators*

*Acting as agents for and on behalf of  
the Company without personal liability*

Hong Kong, 26 May 2011

*\* For identification purposes only*

*As at the date of this announcement, the board of directors consists of Wong Chi Keung as an independent non-executive director.*