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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)**

## **DESPATCH OF CIRCULAR**

Reference is made to (i) the announcement of the Company on 21 January 2013 in relation to inter alia, the proposed Restructuring, the proposed amendments to the memorandum and articles of association of the Company and the proposed change in board lot size (the “**21 January 2013 Announcement**”) and (ii) the announcement of the Company dated 8 February 2013 in relation to the delay in despatch of the Circular. Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the 21 January 2013 Announcement.

## **DESPATCH OF CIRCULAR**

The Circular including, among other things, details of (i) the proposed Capital Restructuring, the Open Offer, the Subscription, the Debt Restructuring Agreement involving the issue of the Scheme Shares and the Group Reorganisation, the Whitewash Waiver, the amendments to memorandum and articles of association of the Company, the change in board lot size and appointment of the proposed Directors; (ii) the recommendations of the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the Open Offer Independent Shareholders; and (iv) a notice of the EGM was despatched to the Shareholders on 1 March 2013.

The Circular has also contained profit forecasts of the Company for the year ending 31 March 2013 and the six months ending 30 September 2013, an extract of which is set out below:

	<b>For the year ending 31 March 2013</b>	<b>For the six months ending 30 September 2013</b>
Unaudited estimated consolidated operating profit attributable to equity holders of the Company	not less than RMB10.6 million	not less than RMB9.7 million
Unaudited estimated consolidated operating profit attributable to equity holders of the Company per New Share	not less than RMB3.2 cents	not less than RMB2.9 cents
Unaudited estimated consolidated loss/profit attributable to equity holders of the Company	loss of not more than RMB30.2 million	profit of not less than RMB857.0 million
Unaudited estimated consolidated loss/profit attributable to equity holders of the Company per New Share	loss of not more than RMB9.0 cents	profit of not less than RMB25.6 cents

Details of the major bases and assumptions as well as the comfort letters from the reporting accountant of the Company and the Independent Financial Adviser in relation to the profit forecasts are contained in the Circular. The profit forecasts have been reported on in accordance with the Takeovers Code and the report has been lodged with the Executive.

**Trading in the Shares on the Stock Exchange has been suspended since 29 July 2009. Until the satisfaction of all Resumption Conditions, trading in the Shares will continue to be suspended. The release of this announcement is not an indication that the transactions contemplated under the Resumption Proposal will be successfully implemented and/or completed or that the Resumption Conditions have been or will be fulfilled. Trading in the Shares or New Shares will remain suspended until further notice.**

By order of the Board

**FU JI Food and Catering Services Holdings Limited** **FU JI Food and Catering Services Holdings Limited**  
(Provisional Liquidators Appointed) (Provisional Liquidators Appointed)

**Chin Chang Keng, Raymond**

*Director*

For and on behalf of

**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, 1 March 2013

*As at the date of this announcement, the Board comprises of Mr. Chin Chang Keng Raymond as executive Director and Mr. Chung Wai Man as independent non-executive Director.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, have been arrived at after due and careful consideration, and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*