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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)

### POLL RESULTS OF THE EGM HELD ON 25 MARCH 2013

The Board is pleased to announce that the ordinary and special resolutions set out in the Notice were duly passed by the Shareholders at the EGM held on Monday, 25 March 2013 by way of poll.

Reference is made to the circular of the Company in relation to *inter alia*, the Restructuring, the proposed amendment to the memorandum and articles of association of the Company and the proposed change in board lot size (the “Circular”) and the notice of EGM of the Company (the “Notice”) both dated 1 March 2013. Unless otherwise specified in this announcement, terms used herein shall have the same meanings as those defined in the Circular.

### POLL RESULTS OF THE EGM

The Board is pleased to announce that, at the EGM held on 25 March 2013, the resolutions set out in the Notice were duly passed by the Independent Shareholder, the Open Offer Independent Shareholders and the Shareholders (as the case may be) by way of poll. The poll results taken at the EGM in respect of the resolutions are set out in the following table:

Resolutions (Notes)	Number of Shares voted (percentage of total number of Shares voted)		Total number of Shares voted
	For	Against	
Special resolution 1	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)

<b>Resolutions (Notes)</b>	<b>Number of Shares voted (percentage of total number of Shares voted)</b>		<b>Total number of Shares voted</b>
	<b>For</b>	<b>Against</b>	
Special resolution 6	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 2	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 3	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 4	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 5	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 7	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 8	67,197,434 (97.774%)	1,530,200 (2.226%)	68,727,634 (100%)
Ordinary resolution 9	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10a	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10b	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10c	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10d	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10e	328,725,634 (99.999%)	2,000 (0.001%)	328,727,634 (100%)
Ordinary resolution 10f	328,553,634 (99.999%)	2,000 (0.001%)	328,555,634 (100%)

**NOTES:**

- As at the date of this announcement, the Company has an aggregate of 541,296,756 Shares in issue.
- The Concert Party Group and any other Shareholders who is interested in or involved in the Restructuring, the transactions contemplated under the Debt Restructuring Agreement, the Subscription Agreement, the Underwriting Agreement and/or the Whitewash Waiver in aggregate have interests in nil Share, is required to abstain from voting on the above resolutions 7 and 9 at the EGM. Accordingly, the total number of issued Shares entitling the holders to attend and vote for or against the above resolutions 7 and 9 at the EGM was 541,296,756 Shares, representing 100.0% of the existing issued share capital of the Company.
- Mr. Wei, Ms. Yao and their respective associates, who in aggregate have interests in 261,185,000 Shares, representing approximately 48.3% in the existing issued share capital of the Company, abstained from voting on the above resolution 8 at the EGM. Accordingly, the total number of issued Shares entitling the holders to attend and vote for or against the above resolution 8 at the EGM was 280,111,756 Shares, representing approximately 51.7% of the existing issued share capital of the Company.
- The total number of issued Shares entitling the holders to attend and vote for or against the above resolutions 1 to 6, 10(a), 10(b), 10(c), 10(d), 10(e) and 10(f) at the EGM was 541,296,756 Shares, representing 100% of the existing issued share capital of the Company.
- Save as disclosed above, there were no Shares entitling the holder to attend and vote only against any of the above resolutions at the EGM.
- The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the EGM for the vote taking.

**THE GROUP AND ITS SHAREHOLDING STRUCTURE**

The changes in the shareholding structure of the Company arising from the Capital Restructuring, the Open Offer, the Subscription and allotment to Scheme Creditors are set out under different scenarios in the following table for illustrative purposes only:

*Scenario 1: Assuming all Qualifying Shareholders take up their respective entitlements to the Offer Shares under the Open Offer*

	As at the date of this announcement		After Capital Restructuring		After Capital Restructuring and Open Offer		After Capital Restructuring, Open Offer and Subscription BUT before conversion of Preference Shares		After Capital Restructuring, Open Offer, Subscription and allotment to Scheme Creditors BUT before conversion of Preference Shares		After Capital Restructuring, Open Offer, Subscription, allotment to Scheme Creditors and conversion of Preference Shares	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
<b>The Concert Party Group</b>												
Investor (Note 1)	-	-	-	-	-	-	202,702,703	65.19%	202,702,703	60.63%	337,837,838	71.96%
Mr. Wei (Note 2)	186,185,000	34.40%	18,618,500	34.40%	37,237,000	34.40%	37,237,000	11.97%	37,237,000	11.14%	37,237,000	7.93%
Ms. Yao (Note 3)	75,000,000	13.85%	7,500,000	13.85%	15,000,000	13.85%	15,000,000	4.82%	15,000,000	4.49%	15,000,000	3.20%
Scheme Creditors	-	-	-	-	-	-	-	-	23,380,000	6.99%	23,380,000	4.98%
Other public shareholders	280,111,756	51.75%	28,011,175	51.75%	56,022,350	51.75%	56,022,350	18.02%	56,022,350	16.76%	56,022,350	11.93%
<b>Total</b>	<b>541,296,756</b>	<b>100.00%</b>	<b>54,129,675</b>	<b>100.00%</b>	<b>108,259,350</b>	<b>100.00%</b>	<b>310,962,053</b>	<b>100.00%</b>	<b>334,342,053</b>	<b>100.00%</b>	<b>469,477,188</b>	<b>100.00%</b>

Notes:

1. As it is expected that the Investor will not become a Qualifying Shareholder on the Record Date, the Investor will not participate in the Open Offer except as the Underwriter.
2. As at the date of this announcement, Mr. Wei is beneficially interested in 186,185,000 Shares of which 1,185,000 Shares are held directly by Mr. Wei and 185,000,000 Shares are held by Million Decade Limited, a company wholly-owned by Mr. Wei. Mr. Wei is the spouse of the Ms. Yao.
3. As at the date of this announcement, Ms. Yao is beneficially interested in 75,000,000 Shares through Top Ample Limited, a company wholly-owned by Ms. Yao. Ms. Yao is the spouse of Mr. Wei.

**Scenario 2: Assuming none of the Qualifying Shareholders take up their respective entitlements to the Offer Shares under the Open Offer, accordingly, the Underwriter will be required to take up the Underwritten Shares in full pursuant to the terms of the Underwriting Agreement**

	As at the date of this announcement		After Capital Restructuring		After Capital Restructuring and Open Offer		After Capital Restructuring, Open Offer and Subscription BUT before conversion of Preference Shares		After Capital Restructuring, Open Offer, Subscription and allotment to Scheme Creditors BUT before conversion of Preference Shares		After Capital Restructuring, Open Offer, Subscription, allotment to Scheme Creditors and conversion of Preference Shares	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
<b>The Concert Party Group</b>												
Investor (Note 1)	-	-	-	-	-	-	202,702,703	65.19%	202,702,703	60.63%	337,837,838	71.96%
Underwriter	-	-	-	-	54,129,675	50.00%	54,129,675	17.41%	54,129,675	16.19%	54,129,675	11.53%
Subtotal	-	-	-	-	54,129,675	50.00%	256,832,378	82.59%	256,832,378	76.82%	391,967,513	83.49%
Mr. Wei (Note 2)	186,185,000	34.40%	18,618,500	34.40%	18,618,500	17.20%	18,618,500	5.99%	18,618,500	5.57%	18,618,500	3.97%
Ms. Yao (Note 3)	75,000,000	13.85%	7,500,000	13.85%	7,500,000	6.92%	7,500,000	2.41%	7,500,000	2.24%	7,500,000	1.59%
Scheme Creditors	-	-	-	-	-	-	-	-	23,380,000	6.99%	23,380,000	4.98%
Other public shareholders	280,111,756	51.75%	28,011,175	51.75%	28,011,175	25.87%	28,011,175	9.01%	28,011,175	8.38%	28,011,175	5.97%
<b>Total</b>	<b>541,296,756</b>	<b>100.00%</b>	<b>54,129,675</b>	<b>100.00%</b>	<b>108,259,350</b>	<b>100.00%</b>	<b>310,962,053</b>	<b>100.00%</b>	<b>334,342,053</b>	<b>100.00%</b>	<b>469,477,188</b>	<b>100.00%</b>

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3. As at the date of this announcement, Ms. Yao is beneficially interested in 75,000,000 Shares through Top Ample Limited, a company wholly-owned by Ms. Yao. Ms. Yao is the spouse of Mr. Wei.

**Trading in the Shares on the Stock Exchange has been suspended since 29 July 2009. Until the satisfaction of all the Resumption Conditions, trading in the Shares will continue to be suspended. The release of this announcement does not indicate that the trading in the Shares will be resumed or that the listing approval for the New Shares, the Offer Shares, the Subscription Shares, the New Shares to be issued upon conversion of the Preference Shares and/or the Scheme Shares will be granted.**

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, 25 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.*

*Please also refer to the published version of this announcement on the Company's website: <http://www.fujicateringhk.com>.*

*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.*