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福記食品服務控股有限公司

FU JI Food and Catering Services Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1175)

ANNOUNCEMENT OF

- (1) FULFILLMENT OF ALL RESUMPTION CONDITIONS;
(2) APPOINTMENT OF PROPOSED DIRECTORS,
CLARIFICATION ON BIOGRAPHY OF A PROPOSED DIRECTOR
AND
ESTABLISHMENT OF BOARD COMMITTEES;
(3) CHANGE OF AUTHORISED REPRESENTATIVES;
(4) ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS;
AND (5) RESUMPTION OF TRADING**

FULFILLMENT OF ALL RESUMPTION CONDITIONS

The Board is pleased to announce that all Resumption Conditions have been fulfilled as at 4 July 2013.

**APPOINTMENT OF PROPOSED DIRECTORS, CLARIFICATION ON
BIOGRAPHY OF A PROPOSED DIRECTOR AND ESTABLISHMENT OF
BOARD COMMITTEES**

As approved by the Shareholders at the EGM held on Monday, 25 March 2013, appointments of Ms. Yang Qin and Mr. Wang Jianqing as executive Directors, and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive Directors will become effective on the date of Resumption, i.e. expectedly 8 July 2013. The audit committee, the remuneration committee and the nomination committee will also be established on the date of Resumption, i.e. expectedly 8 July 2013.

Mr. Chin Chang Keng, Raymond and Mr. Chung Wai Man have tendered their resignation as executive Director and independent non-executive Director respectively, with effect from the date of Resumption, i.e. expectedly 8 July 2013. Each of Mr. Chin Chang Keng, Raymond and Mr. Chung Wai Man has confirmed that there is no disagreement between them and the Board and there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board wishes to clarify that there has been an inadvertent omission in the biographical information of one of the proposed independent non-executive Directors, namely Mr. Mak Ka Wing, Patrick (“**Mr. Mak**”) as disclosed in the Circular and the Prospectus. Mr. Mak served as an independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 13 June 2013 respectively. Currently, Mr. Mak is an independent non-executive director of both Karce International Holdings Company Limited (stock code: 1159) and U-Right International Holdings Limited (stock code: 627).

CHANGE OF AUTHORISED REPRESENTATIVES

Mr. Hui Wing Lok has been appointed as an authorised representative of the Company for the purpose of the Listing Rules on 4 March 2013. Upon the appointment of Ms. Yang Qin as an executive Director becoming effective, Mr. Chin Chang Keng, Raymond will cease to be, and Ms. Yang Qin will be appointed as, an authorised representative of the Company for the purpose of the Listing Rules. Ms. Yang Qin will become an executive Director and Mr. Hui Wing Lok is the company secretary of the Company.

ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

In order to alleviate the difficulties arising from the existence of odd lots of New Shares as a result of the Capital Restructuring and change in board lot size, the Company has appointed Philip Securities (Hong Kong) Limited as an agent to provide matching services for the odd lots of New Shares on a best effort basis during the period from 8 July 2013 to 31 July 2013 (both days inclusive).

RESUMPTION OF TRADING

Trading in the Shares has been suspended since 9:30 a.m. on 29 July 2009. As all the Resumption Conditions have been fulfilled, an application has been made to the Stock Exchange for the resumption of trading in the New Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 8 July 2013.

Reference is made to the announcements of the Company dated 24 October 2012, 26 October 2012, 21 January 2013, 6 May 2013 and 10 June 2013 in relation to, *inter alia*, (i) effective date of the Scheme; (ii) the Resumption Conditions; (iii) the Restructuring; (iv) effective date of the Capital Restructuring; and (v) results of the Open Offer, respectively and the circular of the Company dated 1 March 2013 (the “**Circular**”) in relation to, *inter alia*, the Restructuring. Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

FULFILLMENT OF ALL RESUMPTION CONDITIONS

Trading in the Shares on the Stock Exchange has been suspended since 29 July 2009. As disclosed in the announcement of the Company dated 26 October 2012, the Stock Exchange has conditionally approved the Resumption subject to fulfillment of the following conditions by Monday, 17 June 2013 (which has been extended to Wednesday, 10 July 2013 by the Stock Exchange on Tuesday, 11 June 2013):

- (i) completion of the Open Offer, the Subscription and all other transactions, more particularly described and as contemplated under the Resumption Proposal;
- (ii) inclusion in a circular to Shareholders the following:
 - (a) detailed disclosure of the Resumption Proposal and information about the Group comparable to prospectus standards;
 - (b) profit forecasts of the Group for the year ending 31 March 2013 and six months period ending 30 September 2013 together with reports from its auditors and financial adviser of the Company under paragraph 29(2) of Appendix 1b of the Listing Rules; and
 - (c) a pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter from an independent accounting firm under Rule 4.29 of the Listing Rules;
- (iii) provide a comfort letter from auditors or the financial adviser of the Company relating to working capital sufficiency for the next 12 months from the latest practicable date before the expected date of the Resumption;
- (iv) publish all outstanding financial results of the Company and address any concerns that may be raised by auditors of the Company through qualification of their audit reports;
- (v) provide confirmation from an independent professional party that the Group has an adequate and effective internal control system; and
- (vi) discharge of the winding-up petition against the Company and the Provisional Liquidators.

The Company should also comply with the Listing Rules.

The Board is pleased to announce that as at Thursday, 4 July 2013, all the above Resumption Conditions have been fulfilled with details set out below:

- (i) the Open Offer, the Subscription and all other transactions more particularly described and as contemplated under the Resumption Proposal:

The Capital Restructuring

Following the Shareholders' approval at the EGM and the necessary procedures in the Cayman Islands, the Capital Restructuring has become effective on Tuesday, 7 May 2013 (Hong Kong time).

The Open Offer

As set out in the announcement of the Company dated 10 June 2013, 54,129,675 Offer Shares were taken up by and issued to certain Qualifying Shareholders representing approximately 11.53% of the issued share capital of the Company as enlarged by the Offer Shares, the Subscription Shares, the Scheme Shares and the conversion of the Preference Shares. All the Offer Shares were taken up by and issued to the Qualifying Shareholders.

The Subscription

As set out in the announcement of the Company dated 28 June 2013, 202,702,703 Subscription Shares and 135,135,135 Preference Shares were issued to the Investor representing approximately 43.18% and 28.78%, respectively, of the issued share capital of the Company as enlarged by the Offer Shares, the Subscription Shares, the Scheme Shares and the conversion of the Preference Shares. The Subscription Shares and the Preference Shares have been issued by the Company to the Investor at the subscription price of HK\$0.74 each pursuant to the Subscription Agreement, as amended and supplemented by a supplemental agreement thereto dated 21 June 2013.

The allotment of Scheme Shares

As part of the Scheme Consideration under the Scheme, 23,380,000 Scheme Shares shall be allotted and issued by the Company to the Scheme Creditors. On 4 July 2013, the Company allotted and issued 23,380,000 Scheme Shares to Quick Glory (all the issued shares of which were transferred from the Company to the Scheme Administrators on 4 July 2013), which holds such Scheme Shares for the benefit of the Scheme Creditors. The 23,380,000 Scheme Shares represent approximately 4.98% of the issued share capital of the Company as enlarged by the Offer Shares, the Subscription Shares, the Scheme Shares and the conversion of the Preference Shares.

The Group Reorganisation

Pursuant to the terms of the Phase I SPA, Restaurant Business SPA and Phase III SPA, all of the Phase I Disposal, Restaurant Business Disposal and Phase III Disposal were completed on Friday, 7 June 2013.

- (ii) the Circular containing (a) detailed disclosure of the Resumption Proposal and information about the Group comparable to prospectus standards; (b) profit forecasts of the Group for the year ending 31 March 2013 and six months period ending 30 September 2013 together with reports from the auditors and independent financial adviser of the Company under paragraph 29(2) of Appendix 1b of the Listing Rules; and (c) pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter from an independent accounting firm under Rule 4.29 of the Listing Rules, was despatched by the Company on Friday, 1 March 2013;
- (iii) ANDA CPA Limited, the independent auditor of the Company, issued on Friday, 7 June 2013 a comfort letter relating to working capital sufficiency to the Listing Division for the next 12 months from the latest practicable date before the expected date of Resumption;
- (iv) all outstanding financial results of the Company have been published by Tuesday, 19 February 2013 and the financial results of the Company for the year ended 31 March 2013 has been published in the announcement of the Company dated 28 June 2013 (the “**Results Announcement**”);
- (v) ANDA Risk Services Limited, the independent internal review consultant, issued on Friday, 7 June 2013 a confirmation letter confirming that the Group has an adequate and effective internal control system; and
- (vi) the Hong Kong Court has on Tuesday, 2 July 2013 granted an order to dismiss the winding-up petition against the Company and to discharge the Provisional Liquidators from office with immediate effect.

THE AUDIT QUALIFICATION

As disclosed in the Circular and the Results Announcement, the auditor of the Company have given a disclaimer of opinion on the consolidated financial statements of the Company for each of the year ended 31 March 2010, 2011, 2012 and 2013. The disclaimer of opinion for each of the year ended 31 March 2010, 2011, 2012 and 2013 is made in respect of (i) the opening balances and corresponding figures; (ii) deconsolidation of subsidiaries and impairments on the amount due from deconsolidated subsidiaries; (iii) amount due to deconsolidated subsidiaries; (iv) commitments and contingent liabilities; and (v) related party transactions and balances. The auditor of the Company also considered there is material uncertainty relating to the going concern basis, which was adopted in preparing the consolidated financial statements.

Following the completion of the Group Reorganisation and the Restructuring during the financial year ending 31 March 2014, the Company anticipates that the audit qualifications on the consolidated financial statements for the year ended 31 March 2013 will be replaced by the following audit qualifications on the Group’s consolidated financial statements for the year ending 31 March 2014: (i) opening balances and corresponding figures (i.e. year ended 31 March 2013); (ii) deconsolidation of the subsidiaries (because “no sufficient evidence” can be provided to satisfy the Company’s auditors as to the loss of control of certain subsidiaries since 1 April 2008 until completion of the Group Reorganisation and the Restructuring, therefore it is unable to satisfy the Company’s auditor as to the completeness of the transactions of the Group for the period from 1

April 2013 until completion of the Group Reorganisation and the Restructuring); and (iii) the gain on completion of the Group Reorganisation and the Restructuring (because “no sufficient evidence” can be provided to satisfy the Company’s auditors as to the carrying amounts of various items to be derecognised upon completion of the Group Reorganisation and the Restructuring).

For the year ending 31 March 2015, the Directors expect that there will be an audit qualification on the corresponding figures (i.e. year ending 31 March 2014) regarding: (i) completeness of transactions of the Group for the period from 1 April 2013 until completion of the Group Reorganisation and the Restructuring; and (ii) gain on completion of the Group Reorganisation and the Restructuring as recognised in the consolidated statement of comprehensive income and disclosed in related notes. For the year ending 31 March 2016, the Directors expect that there should be no audit qualifications in relation to the matters discussed above.

In relation to the material uncertainty relating to the going concern basis as mentioned in the independent auditors’ opinion on the consolidated financial statements of the Company for the year ended 31 March 2013, the Directors consider that the Group will become liquid with positive current assets and net assets upon the Completion. Therefore, such qualification will not recur in the consolidated financial statements for the year ending 31 March 2014.

ANDA CPA Limited, the auditor of the Company, has agreed the aforesaid description in relation to the rectification of the audit qualifications regarding (i) deconsolidation of the subsidiaries and impairments on due from the deconsolidated subsidiaries; (ii) due to deconsolidated subsidiaries; (iii) commitments and contingent liabilities; and (iv) related party transactions and balances; and (v) the material uncertainty relating to the going concern basis, as mentioned in the independent auditor’s report for the year ended 31 March 2013.

THE GROUP AND ITS SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company before and after completion of the Restructuring:

| | Before the Capital Restructuring | | 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 New Shares | % | No. of New Shares | % | No. of New Shares | % | No. of New Shares | % | No. of New Shares | % |
| Substantial Shareholders | | | | | | | | | | | | |
| Investor (Note 1) | - | - | - | - | - | - | 202,702,703 | 65.19% | 202,702,703 | 60.63% | 337,837,838 | 71.96% |
| Mr. Wei (Note 2 & 3) | 186,185,000 | 34.40% | 18,618,500 | 34.40% | 18,618,500 | 17.20% | - | - | - | - | - | - |
| Ms. Yao (Note 2 & 4) | 75,000,000 | 13.85% | 7,500,000 | 13.85% | 7,500,000 | 6.93% | - | - | - | - | - | - |
| Public Shareholders | | | | | | | | | | | | |
| Mr. Wei (Note 2 & 3) | - | - | - | - | - | - | 18,618,500 | 5.99% | 18,618,500 | 5.57% | 18,618,500 | 3.97% |
| Ms. Yao (Note 2 & 4) | - | - | - | - | - | - | 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 Shareholders | 280,111,756 | 51.75% | 28,011,175 | 51.75% | 82,140,850 | 75.87% | 82,140,850 | 26.41% | 82,140,850 | 24.57% | 82,140,850 | 17.50% |
| Total | 541,296,756 | 100.00% | 54,129,675 | 100.00% | 108,259,350 | 100.00% | 310,962,053 | 100.00% | 334,342,053 | 100.00% | 469,477,188 | 100.00% |

Notes:

1. *The Investor was not a Qualifying Shareholder, hence did not participate in the Open Offer except as the Underwriter. As all the Offer Shares were taken up by the Qualifying Shareholders, the Underwriter did not subscribe for any Offer Shares.*
2. *The aggregate shareholdings of Mr. Wei and Ms. Yao were approximately 8.40% following the completion of Subscription on Friday, 28 June 2013. Thereafter, each of Mr. Wei and Ms. Yao is no longer a substantial Shareholder.*
3. *As at the date of this announcement, Mr. Wei is beneficially interested in 18,618,500 New Shares of which 118,500 New Shares are held directly by Mr. Wei and 18,500,000 New Shares are held by Million Decade Limited, a company wholly-owned by Mr. Wei. Mr. Wei is the spouse of Ms. Yao.*
4. *As at the date of this announcement, Ms. Yao is beneficially interested in 7,500,000 New Shares through Top Ample Limited, a company wholly-owned by Ms. Yao. Ms. Yao is the spouse of Mr. Wei.*

To the best knowledge of the Directors, the Company is and will be in compliance with the minimum public float requirements under the Listing Rules as at the date of the announcement and immediately before Resumption. In the event that any Shareholder becomes a connected person of the Company as a result of becoming a substantial Shareholder through the Open Offer, the shareholding of the public Shareholders may fall below 25%. The Company will closely monitor and review the notices of disclosure of interests, if any, filed by Shareholders pursuant to Part XV of the SFO to identify any such substantial Shareholders. As set out in the Circular, the Investor has undertaken to arrange Placing Down of New Shares to maintain the minimum public float as required under the Listing Rules if the shareholding of the public Shareholders falls below 25%.

APPOINTMENT OF PROPOSED DIRECTORS, CLARIFICATION OF BIOGRAPHY OF A PROPOSED DIRECTOR AND ESTABLISHMENT OF BOARD COMMITTEES

As approved by the Shareholders at the EGM held on Monday, 25 March 2013, the appointments of Ms. Yang Qin and Mr. Wang Jianqing as executive Directors, and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive Directors will become effective on the date of Resumption, i.e. expectedly 8 July 2013.

The audit committee, the remuneration committee and the nomination committee of the Company, each of which will consist of Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum, will also be established on the date of Resumption, i.e. expectedly 8 July 2013. Mr. Sung Wing Sum, Dr. Leung Hoi Ming and Mr. Mak Ka Wing, Patrick will act as the chairman of the audit committee, the remuneration committee and the nomination committee, respectively, upon their establishment.

The Board wishes to clarify that there has been an inadvertent omission in the biographical information of one of the proposed independent non-executive Directors, namely Mr. Mak Ka Wing, Patrick (“**Mr. Mak**”) as disclosed in the Circular and the Prospectus. Mr. Mak served as an independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 13 June 2013 respectively. Currently, Mr. Mak is an independent non-executive director of both Karce International Holdings Company Limited (stock code: 1159) and U-Right International Holdings Limited (stock code: 627).

The composition of the Board, board committees and authorised representatives with effect from the date of Resumption, i.e. expectedly 8 July 2013 is as follows:

Board of Directors

Executive Directors

Ms. Yang Qin
Mr. Wang Jianqing

Independent non-executive Directors

Dr. Leung Hoi Ming
Mr. Mak Ka Wing, Patrick
Mr. Sung Wing Sum

Audit Committee

Mr. Sung Wing Sum (*Chairman*)
Dr. Leung Hoi Ming
Mr. Mak Ka Wing, Patrick

Remuneration Committee

Dr. Leung Hoi Ming (*Chairman*)
Mr. Mak Ka Wing, Patrick
Mr. Sung Wing Sum

Nomination Committee

Mr. Mak Ka Wing, Patrick (*Chairman*)
Dr. Leung Hoi Ming
Mr. Sung Wing Sum

Authorised representatives

Ms. Yang Qing
Mr. Hui Wing Lok

The biographical details of each of Ms. Yang Qin, Mr. Wang Jianqing, Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum are as follows:

Executive Directors

Ms. Yang Qin (“Ms. Yang”)

Ms. Yang, aged 46, has extensive years of experience in the food and beverage industry, including over 10 years of management experience in large restaurants. Ms. Yang worked as vice general manager from 2000 for 7 years at Nantong Feitianyufang Restaurant* (南通市飛天魚坊餐館). Ms. Yang then worked as the assistant to the general manager and vice general manager during her employment at Nantong Cuijin Hotel Co., Ltd* (南通萃錦大酒店有限公司) from July 2007 to June 2009. Since 2009, Ms. Yang has been working as a consultant in relation to procurement of raw materials for a number of restaurants, which include Jiixin Restaurant* (佳鑫酒樓) and Gexiangsu Restaurant* (閣湘蘇酒樓) in China. Ms. Yang currently holds directorships in certain subsidiaries of the Group.

Mr. Wang Jianqing (“Mr. Wang”)

Mr. Wang, aged 44, is currently the executive director of Ngai Lik Industrial Holdings Limited (stock code: 0332) since December 2010 and the general manager of Guangzhou Circle Energy Company Limited (廣州元亨能源有限公司) since January 2009. He obtained his bachelor’s degree in industrial management engineering from Zhenjiang Shipbuilding College (鎮江船舶學院) (now known as the Jiangsu University of Science and Technology (江蘇科技大學) in 1989). Mr. Wang currently holds directorships in certain subsidiaries of the Group.

Independent non-executive Directors

Dr. Leung Hoi Ming (“Dr. Leung”)

Dr. Leung, aged 45, is currently a director of Toi Shan Association of Hong Kong Limited. Dr. Leung is currently the independent non-executive director of Ngai Lik Industrial Holding Limited (stock code: 0332). He has extensive knowledge and experience in risk management of financial instruments, treasury business and financial derivative products. Dr. Leung started his career in the finance industry in 1996 with Citibank, N.A. Hong Kong as a quantitative analyst/trade in the equity derivatives asia department. Before joining DBS Bank Ltd., Hong Kong Branch, Dr. Leung worked for Tokai Asia Limited as a contractor in the risk management group in September 1999 and as assistant manager of risk management in March 2000. Dr. Leung was later promoted as the assistant vice president in January 2001 and worked till March 2001. He has served DBS Bank Ltd., Hong Kong Branch for eight years and was senior vice president in the Treasury and markets division upon his departure from the bank in May 2009.

Dr. Leung obtained a bachelor degree of science with first class honours from the Chinese University of Hong Kong in 1990. Dr. Leung obtained a master degree of science in mathematics in 1993 and a doctor degree of philosophy in mathematics in 1996 from the California Institute of Technology. In 1999, Dr. Leung obtained a master degree of science in investment management from the Hong Kong University of Science and Technology.

Mr. Mak Ka Wing, Patrick (“Mr. Mak”)

Mr. Mak, aged 48, is a registered solicitor of the High Court of Hong Kong and a managing partner of Patrick Mak & Tse Solicitors. Mr. Mak has over 10 years’ legal experience as a practising solicitor. Mr. Mak was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998. On 21st April 2001, Mr. Mak admitted as a solicitor of the high court of Hong Kong. Mr. Mak was appointed as a civil celebrant of Marriages by the Deputy Registrar of Marriages of Hong Kong in October 2008 and would last for 5 years till October 2013. In December 2012, Mr. Mak was appointed as the attesting officer of the Association of China-Appointed Attesting Officers Limited.

Mr. Mak served as an independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 13 June 2013 respectively. Currently, Mr. Mak is an independent non-executive director of both Karce International Holdings Company Limited (stock code: 1159) and U-Right International Holdings Limited (stock code: 627).

Mr. Sung Wing Sum (“Mr. Sung”)

Mr. Sung, aged 54, has over 30 years of experience in accounting, auditing and financial management in Hong Kong and the PRC including over 20 years in several audit firms. Mr. Sung worked at the audit departments of Kwan Wong Tan & Fong for about 16 years since March 1981 and later worked for Deloitte Touche Tomatsu from August 1997 to December 1999. Mr. Sung worked as the qualified accountant and company secretary for Tungda Innovative Lighting Holdings Limited since its listing to October 2003, a company whose shares are listed on the growth enterprise market of the Stock Exchange (stock code: 8229).

Mr. Sung has become a member of the Hong Kong Institute of Certified Public Accountants since 1996 and was admitted as a fellow of the association in 2004. Mr. Sung was admitted as a fellow of the Association of Chartered Certified Accountants in 2000. In 2003, Mr. Sung obtained an executive master of business administration from the West Coast Institute of Management and Technology of Australia. In 2005, Mr. Sung became the associate of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Sung was admitted as an associate of the Institute of Chartered Accountants in England and Wales in 2007. Mr. Sung is currently a practicing member of the Hong Kong Institute of Certified Public Accountants.

Save as mentioned above, as at the date of this announcement, each of the two new executive Directors and the three new independent non-executive Directors:

- (a) did not hold any position in the Company or other members of the Group;
- (b) did not hold any directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years;
- (c) did not enter into any written service contract with the Company but will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company;
- (d) was not interested in and did not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (e) was not connected and has no relationship with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and

- (f) save for disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there was no matter which needs to be brought to the attention of the Shareholders relating to his/her appointment as an executive Director or an independent non-executive Director, as the case may be.

None of the Company, the Investor or the Directors has any present agreement, arrangement, negotiation, intention and/or plan to cause the Restructured Group to carry out a principal business other than its existing business within 24 months following the Resumption.

The Investor and its ultimate beneficial owners do not have any plan, agreement, arrangement, intention or understanding to transfer, charge, pledge or otherwise dispose of any New Shares to any other person within 24 months after the Resumption, except for the purpose of maintaining the public float requirement under the Listing Rules.

The remuneration of each of the Directors will be determined by the remuneration committee of the Company and the Board with reference to their duties and responsibilities with respect to the Company as well as prevailing market conditions. Further announcement will be made by the Company once the remuneration of the Directors is determined.

Mr. Chin Chang Keng, Raymond and Mr. Chung Wai Man have tendered their resignation as executive Director and independent non-executive Director respectively, with effect from the date of Resumption, i.e. expectedly 8 July 2013. Each of Mr. Chin Chang Keng, Raymond and Mr. Chung Wai Man has confirmed that there is no disagreement between them and the Board and there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

CHANGE OF AUTHORISED REPRESENTATIVE

Mr. Hui Wing Lok has been appointed as an authorised representative of the Company for the purpose of the Listing Rules on 4 March 2013. Upon the appointment of Ms. Yang Qin as an executive Director becoming effective, Mr. Chin Chang Keng, Raymond will cease to be, and Ms. Yang Qin will be appointed as, an authorised representative of the Company for the purpose of the Listing Rules. Ms. Yang Qin will become an executive Director and Mr. Hui Wing Lok is the company secretary of the Company.

ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

In order to alleviate the difficulties arising from the existence of odd lots of the New Shares as a result of the Capital Restructuring and change in board lot size, the Company has appointed Philip Securities (Hong Kong) Limited as an agent to provide matching services for the odd lots of New Shares on a best effort basis during the period from 8 July 2013 to 31 July 2013 (both days inclusive). Holders of New Shares in odd lots (i.e. board lots which are not in integral multiples of 10,000 New Shares) who wish to take advantage of this matching facility either to dispose of their odd lots of New Shares or to top up to board lots of 10,000 New Shares, please contact Mr. Aric Au

or Mr. Vaughn Li or Mr. Yam Shun Hung of Philip Securities (Hong Kong) Limited at 11th floor, United Centre, 95 Queensway, Hong Kong at telephone number (852) 2277 6769 or (852) 2277 6628 or (852) 2277 6615 respectively during office hours (i.e. 8:30 a.m. to 4:30 p.m.).

Holders of New Shares in odd lots should note that successful matching of the sale and purchase of odd lots of New Shares is not guaranteed. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangement.

RESUMPTION OF TRADING

Trading in the Shares has been suspended since 9:30 a.m. on 29 July 2009. As all Resumption Conditions have been fulfilled, an application has been made to the Stock Exchange for the resumption of trading in the New Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 8 July 2013.

By order of the Board
FU JI Food and Catering Services Holdings Limited
Chin Chang Keng, Raymond
Director

Hong Kong, 4 July 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 an 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.

* *For identification purpose only*