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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 PURSUANT TO RULE 13.09(2) OF THE  
LISTING RULES AND INSIDE INFORMATION PROVISIONS  
UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

**CONVERSION OF PREFERENCE SHARES INTO ORDINARY SHARES**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

On 5 November 2014, the Company received a conversion notice from Marvel Light Holdings Limited (“**Marvel Light**”), being the controlling shareholder of the Company, for converting 135,135,135 preference shares of the Company held by Marvel Light into ordinary shares of HK\$0.01 each in the ordinary share capital of the Company.

As stated in the articles of association of the Company (the “**Articles**”), among others, the preference shares are convertible into ordinary shares on a one for one basis, and be effected by way of re-designation which means the preference shares to be converted shall be re-classified and re-designated as ordinary shares without the further approval of the shareholders of the Company, subject to the provisions of the memorandum of association of the Company and the Articles and statutes and to any other applicable laws. A holder of the preference shares of the Company shall not convert any preference shares if such conversion will result in less than 25% of the enlarged issued new shares being held by the public.

135,135,135 ordinary shares (“**Conversion Shares**”) of the Company will be allotted and issued to Marvel Light on 17 November 2014, and the Company will no longer have any preference shares in issue.

Details of shareholding structure of the Company immediately before and after the conversion are set out below:

	<b>Immediately before the conversion</b>				<b>Immediately after the conversion and allotment of the Conversion Shares</b>	
	<i>Number of ordinary shares held</i>	<i>% of issued ordinary shares</i>	<i>Number of preference shares held</i>	<i>% of issued preference shares</i>	<i>Number of ordinary shares held</i>	<i>% of issued ordinary shares</i>
Marvel Light	177,280,217	53.02	135,135,135	100	312,415,352	66.55
Public	157,061,836	46.98	–	–	157,061,836	33.45
	<u>334,342,053</u>	<u>100</u>	<u>135,135,135</u>	<u>100</u>	<u>469,477,188</u>	<u>100</u>

By Order of the Board  
**FU JI Food and Catering Services Holdings Limited**  
**Huang Shourong**  
*Chairman and Executive Director*

Hong Kong, 17 November 2014

*As at the date of this announcement, the Board comprises Mr. Huang Shourong and Mr. Pan Junfeng as executive Directors and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive Directors.*

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