

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Halcyon Securities Limited

On 19 November 2015 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place up to 107,260,000 Placing Shares through the Placing Agent on a best effort basis, at a price of HK\$0.91 per Placing Share to one or more Placees who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons.

A maximum of 107,260,000 Placing Shares under the Placing represent (i) approximately 19.999% of the existing shares capital of the Company of 536,337,188 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company of 643,597,188 Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further change in the share capital structure of the Company from the date of this announcement and up to the Completion. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$1,072,600.

The Placing Price of HK\$0.91 per Placing Share represents (i) a premium of approximately 16.67% over the closing price of HK\$0.78 per Share as quoted on the Stock Exchange on the date of this announcement; and (ii) a premium of approximately 17.27% over the average closing price of approximately HK\$0.776 per Share as quoted on the Stock Exchange for the last five trading days prior to the date of this announcement.

Completion is conditional upon the following condition being fulfilled on or before the Long Stop Date:

- the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

The maximum gross proceeds and net proceeds from the Placing will be approximately HK\$97 million and HK\$96 million, respectively. The net proceeds from the Placing will be used for general working capital of the Group.

The Placing Shares will be issued under the General Mandate granted to the Directors by a resolutions of the Shareholders passed at the AGM.

Shareholders and potential investors should note that the Completion is subject to fulfilment of condition under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING

The placing agreement

Date

19 November 2015 (after trading hours)

Issuer

The Company

Placing Agent

The Placing Agent has conditionally agreed to place up to 107,260,000 Placing Shares on a best effort basis and will receive a placing commission of 1% of the amount that is equal to the Placing Price multiplied by the number of Placing Shares successfully placed by the Placing Agent on behalf of the Company. Such commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to prevailing market rate. The Directors are of the view that the placing commission of 1% is fair and reasonable.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Placees

The Placing Agent will place the Placing Shares, on a best effort basis, to one or more Placees who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons at the Placing Price of HK\$0.91 per Placing Share payable by cash. It is expected that none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Completion.

The Company will make further announcement in accordance with the Listing Rules if the number of Placees shall be less than six.

Number of Placing Shares

A maximum of 107,260,000 Placing Shares under the Placing representing (i) approximately 19.999% of the existing share capital of the Company of 536,337,188 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company of 643,597,188 Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further change in the share capital structure of the Company from the date of this announcement and up to the Completion. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$1,072,600.

Placing Price

The Placing Price of HK\$0.91 per Placing Share represents (i) a premium of approximately 16.67% over the closing price of HK\$0.78 per Share as quoted on the Stock Exchange on the date of this announcement; and (ii) a premium of approximately 17.27% over the average closing price of approximately HK\$0.776 per Share as quoted on the Stock Exchange for the last five trading days prior to the date of this announcement.

The net placing price under the Placing is approximately HK\$0.899 per Placing Share. The Directors consider that the Placing Price, which was agreed after arm's length negotiations between the Company and the Placing Agent with reference to current market price of the Shares, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

General Mandate

The Placing Shares will be issued under the General Mandate to allot, issue and deal with new Shares granted to the Directors by a resolution of the Shareholders passed at the AGM subject to the limit of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Company is authorized to issue up to 107,267,437 new Shares. Up to the date of this announcement, no new Shares have been issued under the General Mandate and will utilize up to approximately 99.993% upon full Placing of the Placing Shares.

The Placing is not subject to Shareholders' approval as the Placing Shares will be issued under the General Mandate.

Condition of the Placing

Completion is conditional upon the following condition being fulfilled on or before the Long Stop Date:

- the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

If the foregoing condition is not fulfilled by 6:00 p.m. the Long Stop Date, all rights, obligations and liabilities of the Placing Agent and of the Company under the Placing Agreement in relation to the Placing shall cease and determine and neither party to the Placing Agreement shall have any claim against the others in respect of the Placing save for any antecedent breach and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Termination and force majeure events

The Placing Agent shall be entitled by notice to the Company given prior to 6:00 p.m. on the day immediately preceding the date of Completion to terminate the Placing Agreement if:

- (i) any event occurring or matter arising on or after the date of the Placing Agreement and prior to the date of Completion which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations given by the Company untrue or incorrect and such would have an adverse impact or effect on the Placing and comes to the notice of the Placing Agent; or

- (ii) there develops, occurs or comes into force:
 - (a) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which may in the reasonable opinion of the Placing Agent and in its reasonable discretion may materially and adversely affect the business or financial condition or prospects of the Company as a whole; or
 - (b) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date thereof) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which, in the reasonable opinion of the Placing Agent and in its reasonable discretion will, or may be expected to, have a material adverse effect on the Placing; or
 - (c) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the reasonable opinion of the Placing Agent and in its reasonable discretion has or may have a material adverse effect on the Placing; or
- (iii) there is any material adverse change in the business or in the financial or trading position of the Company taken as a whole which being unaware of by the Placing Agent and in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Placing.

If a termination notice is given by the Placing Agent, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

If the Placing Agreement is terminated, the Placing will not proceed.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Completion

Completion shall take place at any time within three Business Days after the fulfilment of the condition set out in the Placing Agreement or such other date as may be agreed between the Company and the Placing Agent in writing.

Reasons for the Placing and use of proceeds

The principal activities of our Group have been changing from delivery and processing and sale of convenient packaged food to providing nationwide cold food storage and logistics platforms, providing catering industries and individuals for large scale food ingredients and convenient packaged food integrated services, and facilitate the integration of the demand and supply networks of the PRC's food industry.

As reported by the Chairman in the 2015 Annual Report of the Company, the Group continued to scale down and terminate its catering business in the year ended 31 March 2015, and based on the existing logistic distribution facilities, the Group was committed to expand the cold chain food distribution business of delivering fresh food to end-user corporations.

In view of the rapid development of the current cold chain food distribution business, and the establishment of a regionalized cold chain food distribution network, the Chairman reported that the Company will, in the next three years, capitalising on the experience gained from the successful transformation of the cold chain distribution business, gradually establish a nationwide cold chain distribution and delivery network covering all major cities in the eastern and central part of the PRC.

The maximum gross proceeds and net proceeds from the Placing will be approximately HK\$97 million and HK\$96 million, respectively. The net proceeds from the Placing will be used for general working capital of the Group.

The Directors are of the view that the Placing will provide a good opportunity to raise additional funds to strengthen the financial position and broaden the capital base of the Group so as to facilitate its future development. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

Fund raising activity during the past 12 months

During the past twelve months immediately before the date of this announcement, the Company conducted the following equity fund raising activity:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
9 March 2015	Placing	Approximately HK\$113 million	General working capital	Utilised as intended
25 August 2015	Placing	The placing was terminated in accordance with its terms		

Effect on shareholding structure of the Company

The shareholdings in the Company as at the date of this announcement and immediately after the Completion assuming all the Placing Shares are fully placed and there is no change in the share capital of the Company from the date of this announcement up to Completion (other than the allotment and issue of the Placing Shares) are and will be as follows:

	As at the date of this announcement		Immediately after the Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Marvel Light Holdings Limited (<i>Note 1</i>)	135,405,352	25.25	135,405,352	21.04
<i>Public Shareholders</i>				
Placees (<i>Note 2</i>)	–	–	107,260,000	16.67
Other public Shareholders	400,931,836	74.75	400,931,836	62.29
Total	536,337,188	100.00	643,597,188	100.00

Notes:

- Marvel Light Holdings Limited is wholly-owned by Bomao Holdings Limited, which in turn is wholly-owned by Harvest (Overseas) Investment Limited, which in turn is wholly-owned by 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*), which in turn is owned as to 40% by 安徽省創業投資有限公司 (Anhui Province Venture Investment Ltd*) (which is wholly-owned by 安徽省投資集團控股有限公司 (Anhui Province Investment Group Co. Ltd*)).
- Assuming no other issue of new Shares and no repurchase of existing Shares before the Completion, and the Placing Agent has placed the maximum number of the Placing Shares, being 107,260,000 new Shares.

GENERAL

Shareholders and potential investors should note that the Completion is subject to fulfilment of the condition under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“AGM”	the annual general meeting of the Company held on 12 August 2015 at which, among others, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
“Board”	the board of directors of the Company

* For identification purpose only

“Business Day”	a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business in Hong Kong throughout their normal business hours
“Company”	FU JI Food and Catering Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Main Board of the Stock Exchange (Stock Code: 1175)
“Completion”	completion of the Placing in accordance with the terms and condition as set out in the Placing Agreement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM, among other thing, to allot, issue and deal up to 20% (being 107,267,437 Shares) of the issued share capital of the Company as at the date of the resolution approving the grant of the general mandate (being 536,337,188 Shares), which has not been used before the date of this announcement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	10 December 2015 (or such later date as the Company and the Placing Agent may agree in writing)
“Placee(s)”	any individual, institutional, professional and/or private investors independent of and not connected with the Company, the connected persons of the Company and their respective associates procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement

“Placing”	the placing of the Placing Shares by or on behalf of the Placing Agent to the Placees on the terms and subject to the condition set out in the Placing Agreement
“Placing Agent”	Halcyon Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 19 November 2015 in respect of the Placing
“Placing Price”	HK\$0.91 per Placing Share
“Placing Shares”	a maximum of 107,260,000 new Shares to be issued pursuant to the Placing Agreement
“Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 19 November 2015

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.