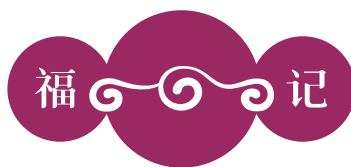


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福記食品服務控股有限公司

**FU JI Food and Catering Services Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 1175)**

**VARIATION OF TERMS  
RELATING TO THE**

**(1) CONNECTED TRANSACTION: SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE;**

**AND**

**(2) SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE**

Reference is made to the announcements of the Company dated 16 March 2016 in relation to, amongst others, the subscription of new shares under specific mandate (“**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcement.

On 23 March 2016 (after trading hours), the Company entered into (1) a supplemental subscription agreement with Marvel Light, and (2) a supplemental subscription agreement with the FG Subscriber to revise and amend the conditions precedent in the ML Subscription Agreement and the FG Subscription Agreement by deleting the condition precedent that each of the ML Completion and the FG Completion would not cause any person to be obliged to make a mandatory offer pursuant to the Rule 26 of the Takeovers Code.

After the aforesaid revision, each of the ML Subscription and the FG Subscription is conditional upon the following conditions being fulfilled on or before the Subscription Long Stop Date:

- a. approval of the Stock Exchange agreeing to grant the listing of, and permission to deal in, the Subscription Shares;

- b. the passing of the resolution by the independent Shareholders at the EGM approving the grant of Specific Mandate in accordance with the Listing Rules; and
- c. the Sale and Purchase Agreements and the other Fund Raising Agreement having become unconditional (other than the fulfilment of any condition in such agreements requiring the fulfilment of the conditions precedent of the relevant Fund Raising Agreement) and not being terminated in accordance with its terms and conditions.

Save and except for the aforesaid, all other terms of the ML Subscription Agreement and the FG Subscription Agreement shall remain unchanged and continue in full force and effect.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, and as confirmed by Marvel Light:

- (1) as at the date of the ML Subscription Agreement, Marvel Light and its parties acting in concert (as defined under the Takeovers Code) were not interested in 30% or more of the then issued share capital of the Company; and
- (2) it is expected that as at Completion, Marvel Light and its parties acting in concert (as defined under the Takeovers Code) will not be interested in 30% or more of the then issued share capital of the Company.

**Shareholders and potential investors should note that completion of the Subscriptions is subject to fulfilment of the condition(s) under the respective Subscription Agreements. As the Subscriptions may or may not complete, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if there is any doubt about their positions, they should consult their professional advisers.**

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

For and on behalf of  
**FU JI Food and Catering Services Holdings Limited**  
**Huang Shourong**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 March 2016

*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.*