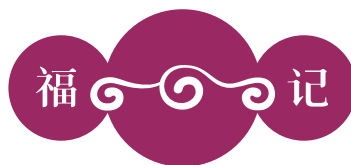


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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



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)

**(1) COMPLETION OF VERY SUBSTANTIAL ACQUISITION  
AND CONNECTED TRANSACTION  
RELATING TO**

**ACQUISITIONS OF THE 100% EQUITY INTERESTS IN  
WUXI MEITONG FOOD TECHNOLOGY CO., LTD.;**

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

**AND**

**(3) COMPLETION PLACING AND SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE**

Placing Agent



**國泰君安國際**  
GUOTAI JUNAN INTERNATIONAL

Reference is made to the announcements of FU JI Food and Catering Services Holdings Limited (the “**Company**”) dated 25 May 2015, 23 August 2015, 31 December 2015, 25 January 2016, 16 March 2016, 23 March 2016, 27 April 2016 and 30 May 2016 and the circular of the Company dated 6 May 2016 (the “**Circular**”) in relation to, among others, the acquisition by the Company the 100% equity interest in Wuxi Meitong Food Technology Co., Ltd., the Placing and the Subscriptions.

Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## **COMPLETION OF THE ACQUISITIONS**

The Board is pleased to announce that all the conditions as set out in the Agreements have been satisfied and the Acquisitions were completed on 20 June 2016 in accordance with the terms of the Agreements. The Company has nominated a wholly owned subsidiary of the Company to be the sole registered owner of the Target. Following completion, the Target will become an indirect wholly-owned subsidiary of the Company and the financial results and position of the Target will be consolidated into the consolidated financial statements of the Group.

## **COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that all conditions of the Placing Agreement have been fulfilled and the Placing Completion took place on 20 June 2016. An aggregate of 40,080,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$0.54 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The Placing Shares represent approximately 3.66% of the issued share capital of the Company of 1,094,107,188 Shares as enlarged by the allotment and issue of all the Subscription Shares and all the Placing Shares as at the date of this announcement immediately after the Placing Completion, the ML Completion and the FG Completion.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Placees (and their respective ultimate beneficial owners) is not a connected person of the Company and is third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules), and none of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after the Placing Completion, the ML Completion and the FG Completion.

## **COMPLETION OF THE SUBSCRIPTIONS UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the respective conditions of the ML Subscription Agreement and the FG Subscription Agreement have been fulfilled and the ML Completion and FG Completion took place on 20 June 2016. An aggregate of 410,430,000 Subscription Shares have been allotted and issued to Marvel Light and FG Subscriber at the Subscription Price of HK\$0.54 per Subscription Share.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the Latest Practicable Date, the FG Subscriber and each of its ultimate beneficial owners (i) are Independent Third Parties, (ii) are independent to the Placing Agent and (iii) will be independent to each of the Placees.

Immediately after ML Completion, Marvel Light is a substantial shareholder of the Company, which is interested in 328,115,352 Shares of the Company, representing approximately 29.99% issued share capital of the Company of 1,094,107,188 Shares as enlarged by the allotment and issue of all the Subscription Shares and all the Placing Shares as at the date of this announcement immediately after the Placing Completion, the ML Completion and the FG Completion.

Immediately after FG Completion, FG Subscriber is interested in 217,720,000 Shares of the Company, representing approximately 19.90% issued share capital of the Company of 1,094,107,188 Shares as enlarged by the allotment and issue of all the Subscription Shares and all the Placing Shares as at the date of this announcement immediately after the Placing Completion, the ML Completion and the FG Completion.

The net proceeds from the Placing and the Subscriptions is approximately HK\$240.43 million. The net proceeds from the Placing and the Subscriptions will be used to satisfy part or all of the considerations with any remaining balance as general working capital.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes, set out below is the shareholding structure of the Company immediately before and after the Placing Completion, the ML Completion and the FG Completion:

Names of Shareholders	Immediately before the Placing Completion, the ML Completion and the FG Completion		Immediately after the Placing Completion, the ML Completion and the FG Completion	
	<i>No of Shares</i>	<i>Approx. %</i>	<i>No of Shares</i>	<i>Approx. %</i>
Marvel Light ( <i>Note 1</i> )	135,405,352	21.04	328,115,352	29.99
FG Subscriber	0	0	217,720,000	19.90
<b>Public Shareholders</b>				
Placees	0	0	40,080,000	3.66
Other Public Shareholders	508,191,836	78.96	508,191,836	46.45
	<u>643,597,188</u>	<u>100.00</u>	<u>1,094,107,188</u>	<u>100.00</u>

### 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 Co. Ltd\*) and is wholly-owned by 安徽省投資集團控股有限公司 (Anhui Province Investment Group Co. Ltd\*).
- The above percentages may not be exact figures due to rounding.

By Order of the Board  
**FU JI Food and Catering Services Holdings Limited**  
**Wan Oi Ming Kevin**  
*Company Secretary*

Hong Kong, 20 June 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.*

\* For identification purpose only