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**Sure Wonder Limited**      **Qinqin Foodstuffs Group (Cayman) Company Limited**  
*(Incorporated in the British Virgin Islands with limited liability)*      **親親食品集團(開曼)股份有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1583)**

**JOINT ANNOUNCEMENT**

**COMPLETION OF ACQUISITION OF SALE SHARES IN QINQIN FOODSTUFFS  
GROUP (CAYMAN) COMPANY LIMITED BY SURE WONDER LIMITED  
AND  
MANDATORY CONDITIONAL CASH OFFERS BY  
DELOITTE & TOUCHE CORPORATE FINANCE LIMITED  
FOR AND ON BEHALF OF  
SURE WONDER LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES AND TO  
CANCEL ALL THE  
OUTSTANDING OPTIONS OF  
QINQIN FOODSTUFFS GROUP (CAYMAN) COMPANY LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED  
BY SURE WONDER LIMITED AND/OR PARTIES ACTING  
IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**

**Deloitte.**      **德勤**  
Deloitte & Touche Corporate Finance Limited

Reference is made to the joint announcement of the Company and the Offeror dated 13 April 2018 (the “**Joint Announcement**”) in relation to, among others, the Acquisition and the Offers. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

## **COMPLETION OF ACQUISITION OF THE SALE SHARES UNDER THE TRANSFER DOCUMENTS**

The Offeror and the Company (as informed by the Vendors and the Offeror) are pleased to announce that completion of the Acquisition took place on 18 April 2018, pursuant to which the Offeror has acquired an aggregate of 84,933,950 Shares from the Vendors for the total cash consideration of HK\$92,000,001. As a result of the completion of the Acquisition, the Offeror is interested in 114,489,928 Shares, representing approximately 20.06% of issued Shares as at the date of this joint announcement.

## **MANDATORY CONDITIONAL CASH OFFERS**

As the Vendors are members of the Offeror Concert Party Group, notwithstanding the Acquisition, the number of Shares in which the Offeror Concert Party Group is interested in remained unchanged at 226,907,306 Shares immediately before and after completion of the Acquisition, representing approximately 39.76% of the issued Shares as at the date of this joint announcement. However, given the leader of the Offeror Concert Party Group has been changed as a result of the Acquisition, pursuant to Note 1 to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror Concert Party Group). Pursuant to Rule 13 of the Takeovers Code, the Option Offer will be made to the Offer Optionholders to cancel all Offer Options. Deloitte Corporate Finance will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make the Offers for all the Offer Shares and Offer Options on the terms to be set out in the Composite Document.

The Share Offer is conditional only on valid acceptances being received in respect of such number of Offer Shares, which together with Shares currently owned, acquired or agreed to be acquired before or during the Share Offer, will result in the Offeror Concert Party Group holding more than 50% of the voting rights in the Company. The Option Offer will be conditional on the Share Offer becoming or being declared unconditional in all respects.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offers and their respective terms and conditions (including the expected timetable); (ii) the letter from the Independent Board Committee containing its recommendation in respect of the Offers; (iii) the letter of advice from the independent financial adviser to the Independent Board Committee in respect of the Offers; and (iv) relevant forms of acceptance and transfer, to the Offer Shareholders and Offer Optionholders in relation to the Offers, is expected to be despatched on or before 4 May 2018.

By Order of the board of directors of

**Sure Wonder Limited**

**Hui Ching Lau**

*Sole Director*

By Order of the Board of

**Qinqin Foodstuffs Group (Cayman) Company Limited**

**Wong Wai Leung**

*Executive Director, Chief Financial Officer  
and Company Secretary*

Hong Kong, 18 April 2018

*As of the date of this joint announcement, the Board comprises 12 Directors, of which five are non-executive Directors, namely Mr. Hui Lin Chit, Mr. Sze Man Bok, Mr. Wu Huolu, Mr. Wu Sichuan and Mr. Wu Yinhang; three are executive Directors, namely Mr. Hui Ching Lau (Chairman), Mr. Zhu Hong Bo (Chief Executive Officer) and Mr. Wong Wai Leung (Chief Financial Officer and Company Secretary); and four are independent non-executive Directors, namely Mr. Cai Meng, Mr. Chan Yiu Fai Youdey, Mr. Ng Swee Leng and Mr. Paul Marin Theil.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror or any of its associates or any parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror or any of its associates or any parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As of the date of this joint announcement, Mr. Hui Ching Lau is the sole director of the Offeror.*

*The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group, the Vendors or any of their associates or any parties acting in concert with them) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*