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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**

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

- (1) THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS;**
- (2) THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE; AND**
- (3) UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

**Financial Adviser to the Offeror**

**Independent Financial Adviser  
to the Independent Board Committee**

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

 **GOLDIN FINANCIAL LIMITED**  
**高銀融資有限公司**

Reference is made to the composite offer and response document jointly issued by the Offeror and the Company (the “**Composite Document**”) dated 4 May 2018. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

As at 4:00 p.m. on 11 May 2018, the Offeror has received valid acceptances in respect of a total of 75,826,953 Offer Shares under the Share Offer (the “**Acceptance Shares**”), representing approximately 13.29% of the issued Shares as at the date of this joint announcement.

Immediately before 13 April 2018 (being the commencement date of the Offer Period), the Offeror Concert Party Group was interested in (i) an aggregate of 226,907,306 Shares, representing approximately 39.76% of the issued Shares, and (ii) 120,000 Options. Immediately after the completion of the Acquisition which took place on 18 April 2018, pursuant to which the Offeror acquired 84,933,950 Shares (representing approximately 14.88% of the issued Shares) from the Vendors (which are members of the Offeror Concert Party Group), the Offeror Concert Party Group’s interests in the Company remain unchanged at (i) an aggregate of 226,907,306 Shares, representing approximately 39.76% of the issued Shares, and (ii) 120,000 Options. Taking into account the Acceptance Shares, the Offeror Concert Party Group holds an aggregate of 302,734,259 Shares, representing approximately 53.05% of the issued Shares as at the date of this joint announcement.

As disclosed in the Composite Document, the Share Offer is conditional on valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on or prior to the Closing Date (or such later time(s) and/or date(s) as the Offeror may decide and the Executive may approve) in respect of such number of Offer Shares which, together with Shares already owned or agreed to be acquired by the Offeror Concert Party Group before or during the Share Offer, would result in the Offeror Concert Party Group holding more than 50.00% of the voting rights in the Company. Accordingly, the Conditions set out in the Composite Document have been satisfied, and the Share Offer has become unconditional in all respects on 11 May 2018.

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period and up to the date of this joint announcement.

## **SHARE OFFER REMAINS OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.3 of the Takeovers Code, where the Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. The Share Offer will remain open for acceptance until 4:00 p.m. on Friday, 25 May 2018, being (i) 21 and 14 calendar days after the Despatch Date and the date of this joint announcement, respectively; and (ii) the final Closing Date of the Share Offer. The Offer Period will not be extended. All other terms of the Share Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Offer Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of acceptance procedures if they wish to accept the Share Offer. A further announcement on the results of the Share Offer will be made on the final Closing Date in accordance with Rule 19.1 of the Takeovers Code.

## **SETTLEMENT OF THE SHARE OFFER**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Offer Shares under the Share Offer will be posted to the accepting Offer Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of (i) the date of receipt of a complete and valid acceptance of the Share Offer by the Registrar, and (ii) the date on which the Share Offer becomes or is declared unconditional in all respects (i.e. the date of this joint announcement).

## **UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

It has come to the attention of the Company that 50,000 Options granted under the Share Option Scheme lapsed due to the departure of an Optionholder employed by a subsidiary of the Company on 9 May 2018. Upon lapse of such Options, as at the date of this joint announcement, the Company has 570,696,557 Shares in issue and 8,260,000 outstanding Options and has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **IMPORTANT**

**All references to dates and times contained in this joint announcement, the Composite Document and the Form of Acceptance refer to Hong Kong dates and times.**

**Offer Shareholders are strongly advised to consider carefully the information contained in the Composite Document and the Form of Acceptance before deciding whether or not to accept the Share Offer. Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.**

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, 11 May 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.*