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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

**DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO THE
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)**

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 (i) the joint announcements of the Company and the Offeror dated 13 April 2018 and 18 April 2018 in relation to, among others, the Acquisition, the Share Offer and the Option Offer; (ii) the announcement of the Company dated 19 April 2018 in relation to the appointment of the Independent Financial Adviser; (iii) the joint announcement of the Company and the Offeror dated 24 April 2018 in relation to, among others, the Irrevocable Undertakings and the Option Offer; (iv) the announcement of the Company dated 2 May 2018 pursuant to Rule 3.8 of the Takeovers Code; and (v) the composite offer and response document dated 4 May 2018 jointly issued by the Offeror and the Company (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the Form of Acceptance, containing, among other things, (i) the detailed terms and conditions of the Share Offer; (ii) the expected timetable in respect of the Share Offer; (iii) the letter from Deloitte Corporate Finance; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from Goldin Financial to the Independent Board Committee in respect of the Share Offer, have been despatched to the Offer Shareholders on Friday, 4 May 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE SHARE OFFER

Set out below is the expected timetable of the Share Offer as extracted from the Composite Document. The timetable set out below is indicative only and is subject to change. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate.

All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of the Composite Document Friday, 4 May 2018

Opening date of the Share Offer Friday, 4 May 2018

First Closing Date (*Note 1*) Friday, 25 May 2018

Latest time for acceptance of the Share Offer
on the first Closing Date (*Note 2*) 4:00 p.m. on Friday, 25 May 2018

Announcement of the results of the Share Offer
as at the first Closing Date to be posted
on the website of the Stock Exchange 7:00 p.m. on Friday, 25 May 2018

Latest date for posting of remittances
to Shareholders in respect of
valid acceptances received by the first Closing Date,
assuming the Share Offer becomes, or
is declared, unconditional
on the first Closing Date (*Note 3*) Tuesday, 5 June 2018

Latest time and date for acceptance of the Share Offer
assuming the Share Offer becomes,
or is declared, unconditional
on the first Closing Date (*Note 4*) 4:00 p.m. on Friday, 8 June 2018

Latest time and date by which the Share Offer
can become or be declared unconditional
in all respects (*Note 5*) 7:00 p.m. on Tuesday, 3 July 2018

Notes:

1. The Share Offer will be closed for acceptances at 4:00 p.m. on 25 May 2018 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Share Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In the event that the Share Offer has not become unconditional on the first Closing Date, the Offeror will issue an announcement stating whether the Share Offer (i) has lapsed or (ii) has been revised or extended to (a) another Closing Date or (b) until further notice. In case (ii)(b) as aforementioned, at least fourteen (14) days' notice in writing must be given before the Share Offer is closed to the Offer Shareholders who have not accepted the Share Offer.

2. Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

Acceptances of the Share Offer are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed “Right of Withdrawal” in Appendix I of the Composite Document.

3. Remittances in respect of the consideration for the Offer Shares tendered under the Share Offer will be posted to those Offer Shareholders accepting the Share Offer as soon as possible, but in any event within seven Business Days from the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Share Offer complete and valid, and the date on which the Share Offer becomes or is declared unconditional in all respects.
4. In accordance with the Takeovers Code, when the Share Offer becomes or is declared unconditional in all respects, at least 14 days’ notice in writing must be given before the Share Offer is closed to those Offer Shareholders who have not accepted the Share Offer. The date set out here is indicative only as the actual date on which the Share Offer becomes or is declared unconditional in all respects is yet to be confirmed.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Share Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the Composite Document is posted. Accordingly, unless the Share Offer has previously become unconditional as to acceptances, the Share Offer will lapse on 3 July 2018 unless extended with the consent of the Executive.

IMPORTANT

Offer Shareholders are strongly advised to consider carefully the information contained in the Composite Document and the Form of Acceptance, including the letter from the Independent Board Committee and the letter from Goldin Financial, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Share Offer.

Shareholders and potential investors should be aware that the Share Offer is subject to the satisfaction of the Conditions. Accordingly, the Share Offer may or may not become unconditional. Shareholders and potential investors should therefore 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, 4 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.