

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 8 June 2015 (the “**Prospectus**”) issued by CHINA GREENFRESH GROUP CO., LTD. (the “**Company**”).*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.*

*In connection with the Global Offering, Essence International Securities (Hong Kong) Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” in the Prospectus.*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilising period which begins on the Listing Date, and is expected to expire on Saturday, 11 July 2015, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



## CHINA GREENFRESH GROUP CO., LTD.

中國綠寶集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

- Number of Offer Shares** : 150,000,000 Shares (subject to the Over-allotment Option)
- Number of International Placing Shares** : 135,000,000 Shares comprising 110,000,000 New Shares and 25,000,000 Sale Shares (subject to reallocation and the Over-allotment Option)
- Number of Hong Kong Public Offer Shares** : 15,000,000 New Shares (subject to reallocation)
- Offer Price** : Not more than HK\$5.18 per Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal Value** : US\$0.01 per Share
- Stock Code** : 6183

*Sole Sponsor*



Essence Corporate Finance (Hong Kong) Limited

*Sole Global Coordinator*



Essence International Securities (Hong Kong) Limited

*Joint Bookrunners and Joint Lead Managers*



Essence International Securities (Hong Kong) Limited



Haitong International Securities Company Limited

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue, (ii) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and (iii) the exercise of any options which are granted under the Pre-IPO Share Option Scheme and may be granted under the Share Option Scheme). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 18 June 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.china-greenfresh.com](http://www.china-greenfresh.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering of 150,000,000 Shares (subject to the exercise of the Over-allotment Option) comprises the: (1) International Placing of 135,000,000 Offer Shares (comprising 110,000,000 New Shares and 25,000,000 Sale Shares, subject to reallocation and the exercise of the Over-allotment Option); and (2) Hong Kong Public Offering of 15,000,000 Offer Shares (subject to reallocation). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator pursuant to the International Underwriting Agreement, to require the Company to allot and issue up to 22,500,000 additional Offer Shares, representing 15% of the total number of Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$5.18 per Offer Share and is currently expected to be not less than HK\$4.58 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$5.18 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$5.18 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form.**

Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Monday, 8 June 2015, until 12:00 noon on Thursday, 11 June 2015 from:

1. any of the following offices of the **Hong Kong Underwriters**:

**Essence International Securities (Hong Kong) Limited**

39/F, One Exchange Square  
Central  
Hong Kong

**Haitong International Securities Company Limited**

22/F, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**SBI China Capital Financial Services Limited**

Unit A2, 32/F, United Centre  
95 Queensway  
Hong Kong

2. any of the following branches of **Industrial and Commercial Bank of China (Asia) Limited**:

	<b>Branch name</b>	<b>Branch address</b>
<b>Hong Kong Island</b>	Central Branch	1/F, 9 Queen's Road Central
	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road
	North Point Branch	G/F, 436-438 King's Road, North Point
<b>Kowloon</b>	Tsimshatsui Branch	Shop 1 & 2, G/F, No. 35-37 Hankow Road, Tsimshatsui
	Mongkok Branch	G/F, Belgian Bank Building, 721-725 Nathan Road, Mongkok
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Shatin Branch	Shop 22J, Level 3, Shatin Centre
	Tseung Kwan O Branch	Shop Nos. 2011-2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Monday, 8 June 2015 until 12:00 noon on Thursday, 11 June 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "ICBC (ASIA) NOMINEE LIMITED – CHINA GREENFRESH PUBLIC OFFER" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

<b>Monday, 8 June 2015</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Tuesday, 9 June 2015</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Wednesday, 10 June 2015</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Thursday, 11 June 2015</b>	<b>—</b>	<b>9:00 a.m. to 12:00 noon</b>

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Monday, 8 June 2015 until 11:30 a.m. on Thursday, 11 June 2015 (24 hours daily, except on the last application day) or such later time as described in the section "How to Apply for the Hong Kong Public Offer Shares – 10. Effect of Bad Weather Conditions on the Opening of the Application Lists" in the Prospectus.

#### **Time for inputting electronic application instructions**

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

<b>Monday, 8 June 2015</b>	<b>—</b>	<b>9:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Tuesday, 9 June 2015</b>	<b>—</b>	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Wednesday, 10 June 2015</b>	<b>—</b>	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Thursday, 11 June 2015</b>	<b>—</b>	<b>8:00 a.m.<sup>(1)</sup> to 12:00 noon</b>

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 8 June 2015 until 12:00 noon on Thursday, 11 June 2015 or such later time as described in the section "How to Apply for the Hong Kong Public Offer Shares – 10. Effect of Bad Weather Conditions on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for the Hong Kong Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares on Wednesday, 17 June 2015 in South China Morning Post (in English) and Hong Kong Economic Journal (in Chinese), on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website ([www.china-greenfresh.com](http://www.china-greenfresh.com)).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, 17 June 2015 as described in the section "How to Apply for the Hong Kong Public Offer Shares – 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 18 June 2015 provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 18 June 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 6183.

By order of the Board of Directors  
**CHINA GREENFRESH GROUP CO., LTD.**  
**Zheng Songhui**  
*Chairman*

Hong Kong, 8 June 2015

*As at the date of this announcement, the Board comprises Mr. Zheng Songhui, Mr. Zheng Tianming and Ms. Zheng Ruyan as executive Directors; Ms. Zhang Lin as non-executive Director; and Mr. Mak Hing Keung Thomas, Mr. Lou Robert Hsiu-sung and Mr. Cheng Hiu Yung as independent non-executive Directors.*

\* *For identification purposes only*