

*Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, November 10, 2015 (the “**Prospectus**”) issued by Dali Foods Group Company Limited (the “**Company**”). This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

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*In connection with the Global Offering, Merrill Lynch Far East Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing 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 Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing 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 stabilization 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, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, December 13, 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 stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Dali Foods Group Company Limited
達利食品集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	1,694,117,500 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	169,412,000 Shares (subject to reallocation)
Number of International Offer Shares	:	1,524,705,500 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$6.15 per Share, plus brokerage of 1%, 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	:	HK\$0.01 per Share
Stock code	:	3799

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

BofA Merrill Lynch

Morgan Stanley

Application has been made by the Company to the Listing Committee 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 the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and pursuant to the exercise of any options that may be granted under the Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, November 20, 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.dali-group.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 169,412,000 Offer Shares (subject to reallocation), and the International Offering of initially 1,524,705,500 Offer Shares (subject to reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section "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, which is exercisable by the Joint Global Coordinators on behalf of the International Underwriters, to require the Company to allot and issue up to an aggregate of 254,117,500 additional Shares, representing approximately 15% of the number of Offer Shares initially being offered 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 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 transaction 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\$6.15 per Offer Share and is currently expected to be not less than HK\$5.00 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.15 per Offer Share together with brokerage of 1.0%, 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\$6.15 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. Applicants who would like to have the allocated Hong Kong Offer Shares issued 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 **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued 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 Form, may be obtained during normal business hours from 9: 00 a.m. on Tuesday, November 10, 2015, until 12:00 noon on Friday, November 13, 2015 from:

1. Merrill Lynch Far East Limited, 55/F, Cheung Kong Center, 2 Queen's Road Central, Central, Hong Kong
2. Morgan Stanley Asia Limited, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
3. any of the following branches of Bank of China (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	United Centre Branch	Shop 1021, United Centre, 95 Queensway
	Sheung Wan Branch	252 Des Voeux Road Central
Kowloon	North Point (King's Centre) Branch	193-209 King's Road, North Point
	Prince Edward Branch	774 Nathan Road, Kowloon
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
	New Territories	Ma On Shan Plaza Branch
Fo Tan Branch		No 2, 1/F Shatin Galleria, 18-24 Shan Mei Street, Fo Tan
Tuen Mun San Hui Branch		G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, November 10, 2015 until 12:00 noon on Friday, November 13, 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 accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — Dali Foods Group Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at www.eipo.com.hk from 9:00 a.m. on Tuesday, November 10, 2015 until 11:30 a.m. on Friday, November 13, 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Tuesday, November 10, 2015 until 12:00 noon on Friday, November 13, 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for Hong Kong 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 indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on our website (www.dali-group.com) on or before Thursday, November 19, 2015. 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 Thursday, November 19, 2015 as described in the section "How to Apply for Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, November 20, 2015 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised. No receipt will be issued for application monies received.

Dealings in the Shares on the Stock Exchange are expected to commence at 9: 00 a.m. on Friday, November 20, 2015. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 3799.

By order of the Board of Directors
Dali Foods Group Company Limited
Xu Shihui
Chairman

Hong Kong, November 10, 2015

As at the date of this announcement, the Board of Directors of the Company comprises XU Shihui, ZHUANG Weiqiang and XU Yangyang as executive Directors; XU Biying and HU Xiaoling as non-executive Directors; CHENG Hanchuan, LIU Xiaobin and LIN Zhijun as independent non-executive Directors.

Please also refer to the published version of this announcement in South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).