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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares or other securities of Food Wise Holdings Limited (the “**Company**”). Potential investors should read the prospectus dated 17 November 2016 (the “**Prospectus**”) issued by the Company for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

*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.*

*In connection with the Global Offering, Huajin Securities (International) 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 or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the 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 date for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action may only be commenced if the size of the Global Offering is HK\$100 million or above. The 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, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Thursday, 22 December 2016, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



## FOOD WISE HOLDINGS LIMITED

膳源控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	50,000,000 Shares (subject to the Adjustment Options)
Number of Hong Kong Offer Shares	:	5,000,000 Shares (subject to reallocation)
Number of International Offer Shares	:	45,000,000 Shares (subject to reallocation and the Adjustment Options)
Maximum Offer Price	:	HK\$2.15 per Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and a 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	:	1632

Sole Sponsor



Cinda International Capital Limited

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



Huajin Securities (International) Limited

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering (including the additional Shares which may be issued upon the exercise of the Adjustment Options).

The Global Offering comprises the Hong Kong Public Offering of initially 5,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially being offered under the Global Offering, and the International Offering of initially 45,000,000 Shares (subject to reallocation and the Adjustment Options), representing 90% of the total number of Offer Shares initially being offered under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as described in the section headed “Structure of the Global Offering — Hong Kong Public Offering — Reallocation” in the Prospectus.

In addition, the Company has also granted the Adjustment Options to the Sole Global Coordinator (for itself and on behalf of the Underwriters) under the Underwriting Agreements pursuant to which the Sole Global Coordinator may either exercise the Offer Size Adjustment Option prior to the Listing or exercise the Over-allotment Option from the date of the Prospectus to the last business day immediately before the 30th day after the last day for lodging applications under the Hong Kong Public Offering, pursuant to any of which the Company is required to allot and issue up to 7,500,000 additional Shares at the Offer Price, representing 15% of the Offer Shares initially available under the Global Offering, on the same terms as those applicable to the Global Offering, solely to cover any over-allocations in the International Offering. The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.foodwisehl.com](http://www.foodwisehl.com).

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\$2.15 per Offer Share and is expected to be not less than HK\$1.67 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.15 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.15 per Offer Share.

**Application 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 related Application Forms.**

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (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 wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited 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 (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 obtained during normal business hours from 9:00 a.m. on Thursday, 17 November 2016 until 12:00 noon on Tuesday, 22 November 2016, from the following locations:

1. **Cinda International Capital Limited**, 45/F Cosco Tower, 183 Queen's Road Central, Hong Kong; or
2. **Huajin Securities (International) Limited**, Suite 1101, 11/F Champion Tower, 3 Garden Road, Central, Hong Kong; or

3. Any of the following branches of The Bank of East Asia, Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Wanchai Branch	Shop A-C, G/F, Easey Commercial Building, 253-261 Hennessy Road, Wanchai
Kowloon	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo
	Yaumatei Branch	G/F, 526 Nathan Road, Yaumatei
New Territories	Tai Po Branch	62-66 Po Heung Street, Tai Po Market, Tai Po
	Shatin Plaza Branch	Shop 3-4, Level 1, Shatin Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 17 November 2016 until 12:00 noon on Tuesday, 22 November 2016, at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have the **YELLOW** Application Forms and the copies of the Prospectus available.

Applicants applying by **HK eIPO White Form** may submit application to the **HK eIPO White Form** Service Provider through the designated website [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 17 November 2016 until 11:30 a.m. on Tuesday, 22 November 2016 or such later date as described under the section headed “How to Apply for Hong Kong Offer Shares — Effect of bad weather on the opening of the application lists” in the Prospectus.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited — Food Wise Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Thursday, 17 November 2016 — 9:00 a.m. - 5:00 p.m.

Friday, 18 November 2016 — 9:00 a.m. - 5:00 p.m.

Saturday, 19 November 2016 — 9:00 a.m. - 1:00 p.m.

Monday, 21 November 2016 — 9:00 a.m. - 5:00 p.m.

Tuesday, 22 November 2016 — 9:00 a.m. - 12:00 noon

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

- Thursday, 17 November 2016 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Friday, 18 November 2016 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Monday, 21 November 2016 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Tuesday, 22 November 2016 — 8:00 a.m. <sup>(1)</sup> to 12:00 noon

*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., Thursday, 17 November 2016 until 12:00 noon, Tuesday, 22 November 2016 (24 hours daily, except on Saturday, 19 November 2016 until Sunday, 20 November 2016 and on the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon, Tuesday, 22 November 2016, the last application day or such later time as described in "Effect of Bad Weather on the Opening of the Application Lists" in this section.

Please refer to the sections headed "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 announce the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares under the Hong Kong Public Offering on Monday, 28 November 2016 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.foodwisehl.com](http://www.foodwisehl.com).

The results of allocations of the Hong Kong Offer Shares, with the successful applicant's identification document numbers if applicable, under the Hong Kong Public Offering will be made available through a variety of channels from Monday, 28 November 2016 in the manner described in the paragraph headed "How to Apply for Hong Kong Offer Shares — Publication of results" in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sum paid on application.

Share certificates will only become valid documents of title provided that the Global Offering becomes unconditional and the right of termination described in the section "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Underwriting Agreement — Grounds for Termination" in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Tuesday, 29 November 2016. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 29 November 2016. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1632.

By order of the board of directors of  
**Food Wise Holdings Limited**  
**WONG Che Kin**  
*Chairman*

Hong Kong, 17 November 2016

*As at the date of this announcement, the executive Directors are Mr. WONG Che Kin and Ms. WONG Chui Ha Iris; the non-executive Director is Mr. CHEUNG Wai Chi; and the independent non-executive Directors are Mr. CHEUNG Yui Kai Warren, Prof. LAI Kin Keung and Mr. LUI Hong Peace.*