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*This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 30 June 2017 (the “**Prospectus**”) issued by China Shenghai Food Holdings Company Limited (the “**Company**”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered. Unless defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.*

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 is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities law of the United States, and may not be offered or sold, pledged or transferred within the United States except that the Offer Shares may be offered, sold or delivered outside the United States in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States.

*In connection with the Global Offering, Dongxing Securities (Hong Kong) Company Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Public Offer. 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 and may be discontinued at any time. 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, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Such stabilisation action, if commenced, will be conducted at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time, and is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. 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 and Conditions of the Global Offering” of the Prospectus.*

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 will begin on the Listing Date and is expected to expire on 5 August 2017 (i.e. the 30th day after the last day for lodging applications under the Public Offer). After this date, no further stabilising action may be taken, and demand for the Shares and the price of the Shares could fall.



China Shenghai Food Holdings Company Limited

中國升海食品控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 250,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	: 25,000,000 (subject to adjustment)
Number of International Placing Shares	: 225,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$0.84 per Offer 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 on final pricing)
Nominal value	: HK\$0.01 each
Stock code	: 1676

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made 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 Global Offering as described in the Prospectus (including the additional Shares to be offered pursuant to the exercise of the Over-allotment Option), which will be 1,000,000,000 Shares in aggregate if the Over-allotment Option is not exercised or 1,037,500,000 Shares in aggregate if the Over-allotment Option is exercised in full.

In connection with the Global Offering, our Company is expected to grant to the International Placing Underwriters (exercisable by the Joint Global Coordinators) the Over-allotment Option. Pursuant to the Over-allotment Option, our Company may be required by the Joint Global Coordinators to allot and issue up to and not more than 37,500,000 additional new Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering) at the Offer Price to cover over-allocations in the International Placing.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and on the website of our Company at www.xmwofan.com.

Subject to the granting of the approval for listing of, and permission to deal in, our Shares on the Stock Exchange and our Company's 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 any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading date after the trade date. 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 for the Shares to be admitted into CCASS.

Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 18 July 2017, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 18 July 2017.

The Global Offering comprises the Public Offer of initially 25,000,000 Shares (subject to reallocation), representing 10% of the initial number of Offer Shares, and the International Placing of initially 225,000,000 Shares (subject to reallocation and the Over-allotment Option) representing 90% of the initial number of Offer Shares. The allocation of the Offer Shares between the Public Offer and the International Placing will be subject to adjustment as described in the section headed "Structure and conditions of the Global Offering" in the Prospectus.

The Offer Price will not be more than HK\$0.84 per Offer Share and is currently expected to be not less than HK\$0.59 per Offer Share, unless otherwise announced. Applicants for Public Offer Shares are required to pay, on application, the Offer Price of HK\$0.84 for each Public Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund (without interest) if the Offer Price as finally determined is less than HK\$0.84 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set forth in the Prospectus and the Application Forms.

Applicants who wish the Public Offer Shares to be issued 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 under the **HK eIPO White Form** service. Applicants who wish to have the Public Offer Shares 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 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 Friday, 30 June 2017 until 12:00 noon on Thursday, 6 July 2017 from:

1. any of the following addresses of the Underwriters:

Dongxing Securities (Hong Kong) Company Limited

6805-6806A

International Commerce Centre

1 Austin Road West, Kowloon

Hong Kong

Wealth Link Securities Limited

Unit B1, 5/F, Guangdong Investment Tower

148 Connaught Road, Central

Hong Kong

Aristo Securities Limited

Room 101, 1st Floor, On Hong Commercial Building

145 Hennessy Road, Wanchai

Hong Kong

2. any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

District	Branch name	Branch address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Chai Wan Sub-Branch	G/F., 121-121A Wan Tsui Road, Chai Wan Cinema Building, Chai Wan
Kowloon	Shamshuipo Sub-Branch	Shop G1-G3, G11-G13, G19-G21, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
New Territories	Tseung Kwan O Sub-Branch	Shop Nos. 252A, 252B & 253 on Level 2, Metro City Phase I, Tseung Kwan O
	Yuen Long Sub-Branch	Shop 2B, G/F., Man Yu Building, 2-14 Tai Fung Street, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Thursday, 6 July 2017 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

Applicants applying by using the **HK eIPO White Form** service may submit their applications to **HK eIPO White Form** Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Friday, 30 June 2017 until 11:30 a.m. on Thursday, 6 July 2017 (24 hours daily, except on the last application day) or such later date as described in the section headed “How to apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” of the Prospectus.

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 Communications (Nominee) Co. Ltd. — China Shenghai Food Public Offer” should be deposited in the special collection boxes provided at any of the branches of receiving banks referred to above, at the following times:

Friday, 30 June 2017	–	9:00 a.m. to 5:00 p.m.
Monday, 3 July 2017	–	9:00 a.m. to 5:00 p.m.
Tuesday, 4 July 2017	–	9:00 a.m. to 5:00 p.m.
Wednesday, 5 July 2017	–	9:00 a.m. to 5:00 p.m.
Thursday, 6 July 2017	–	9:00 a.m. to 12:00 noon

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

Friday, 30 June 2017	–	9:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, 3 July 2017	–	8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 4 July 2017	–	8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 5 July 2017	–	8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 6 July 2017	–	8:00 a.m.⁽¹⁾ 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. on Friday, 30 June 2017 until 12:00 noon on Thursday, 6 July 2017 (24 hours daily, except the last application day). The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 6 July 2017, the last application day or such later time as described in “How to apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the applications lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

We expect to publish an announcement on the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 17 July 2017 in South China Morning Post (in English), the Hong Kong Economic Journal (in Chinese) and on the Company’s website at www.xmwofan.com and on the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Public Offer (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Monday, 17 July 2017 as described in the section “How to apply for the Public Offer Shares – 11. Publication of Results” in the Prospectus.

No temporary documents of title will be issued. No receipt will be issued for sums paid on application. Share certificates will only become valid documents of title at 8:00 a.m. on Tuesday, 18 July 2017 provided that the Global Offering has become unconditional in all respects and neither the Underwriting Agreements has been terminated in accordance with their respective terms.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$0.84 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer set out in the section headed “Structure and Conditions of the Global Offering – Conditions of the Public Offer” in the Prospectus are not fulfilled or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on Monday, 17 July 2017.

Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Tuesday, 18 July 2017. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 1676.

By order of the Board
China Shenghai Food Holdings Company Limited
Liu Rongru
Chairman

Hong Kong, 30 June 2017

As at the date of this announcement, the executive Directors are Mr. Liu Rongru, Mr. Jiang Dehua and Mr. Lin Jiangtang; and the independent non-executive Directors are Mr. Huang Xingluan, Mr. Liu Dajin and Ms. Cheng Shing Yan.