

*Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 November 2017 (the “**Prospectus**”) issued by Nissin Foods 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. Potential investors should read the Prospectus for detailed information about the Company and 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, Nomura International (Hong Kong) Limited, being the Stabilising Manager, its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or maintaining 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 date for the lodging of applications under the Hong Kong Public Offering, being 3 January 2018. 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 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 actions 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 the 30th day after the last date for lodging applications under the Hong Kong Public Offering, being 3 January 2018. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 268,580,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 26,858,000 Shares (subject to adjustment)
Number of International Offer Shares : 241,722,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price : HK\$4.21 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)
Stock code : 1475

Sole Sponsor and Sole Global Coordinator

NOMURA

Joint Bookrunners and Joint Lead Managers

NOMURA

MIZUHO

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 any 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).

The Global Offering comprises the International Offering of initially 241,722,000 Offer Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total number of Offer Shares initially available under the Global Offering, and the Hong Kong Public Offering of initially 26,858,000 Offer Shares (subject to adjustment), representing 10% of the total number of Offer Shares initially available under the Global Offering. In connection with the Global Offering, the Company is expected to grant to the Sole Global Coordinator on behalf of the International Underwriters the Over-allotment Option, exercisable by the Sole Global Coordinator on behalf of the International Underwriters at any time from the Listing Date up to (and including) the date which is the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 40,287,000 additional Shares at the Offer Price, representing 15% of the total number of Offer Shares initially available under the Global Offering to cover over-allocations in the International Offering, if any. The allocation of the Offer Shares between the International Offering and the Hong Kong Public Offering will be subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at **www.nissingroup.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.

Subject to the granting of the approval for the 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 Listing Date 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 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\$4.21 per Offer Share and is expected to be not less than HK\$3.45 per Offer Share unless otherwise announced. Applicants must pay the maximum indicative Offer Price of HK\$4.21 per Offer Share plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$4.21 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 related Application Forms and designated website (www.eipo.com.hk) in relation to the White Form eIPO.

Applicants who would like the allotted Hong Kong Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Form 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 the allotted Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participants' stock accounts should either (i) complete and sign the **YELLOW** Application Form, 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 Wednesday, 29 November 2017 until 12:00 noon on Monday, 4 December 2017 from:

- (i) any of the following addresses of the Hong Kong Underwriters:

Nomura International (Hong Kong) Limited

30/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

Mizuho Securities Asia Limited

14-15/F, K11 Atelier
18 Salisbury Road
Tsim Sha Tsui, Kowloon
Hong Kong

- (ii) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offering:

District	Branch name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Kwun Tong Branch	G/F & 1/F One Pacific Centre, 414 Kwun Tong Road, Kwun Tong
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
	Mei Foo Manhattan Branch	Shop Nos. 07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen

District	Branch name	Address
New Territories	Metroplaza Branch	Shop No. 175, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 29 November 2017 until 12:00 noon on Monday, 4 December 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from 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 a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED – NISSIN FOODS 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:

Wednesday, 29 November 2017 : 9:00 a.m. to 5:00 p.m.
Thursday, 30 November 2017 : 9:00 a.m. to 5:00 p.m.
Friday, 1 December 2017 : 9:00 a.m. to 5:00 p.m.
Saturday, 2 December 2017 : 9:00 a.m. to 1:00 p.m.
Monday, 4 December 2017 : 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 4 December 2017, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Time for Submitting Applications under the White Form eIPO

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited at **www.eipo.com.hk** (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 29 November 2017 until 11:30 a.m. on Monday, 4 December 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 4 December 2017 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Applications 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:

Wednesday, 29 November 2017	– 9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 30 November 2017	– 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 1 December 2017	– 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 2 December 2017	– 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 4 December 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 Wednesday, 29 November 2017 until 12:00 noon on Monday, 4 December 2017 (24 hours daily, except on the last application day) or such later time as described in the section headed “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 headed “Structure and Conditions 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 final 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 the Hong Kong Offer Shares on Friday, 8 December 2017 in South China Morning Post (in English), and the Hong Kong Economic Times (in Chinese), and on the Company’s website at **www.nissingroup.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations in the Hong Kong Public Offering and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Hong Kong Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, 11 December 2017 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.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 11 December 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 11 December 2017. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1475.

By order of the Board
Nissin Foods Company Limited
Mr. Kiyotaka Ando
Chief Executive Officer and Executive Director

Hong Kong, 29 November 2017

As at the date of this announcement, the executive Directors are Mr. Kiyotaka Ando, Mr. Shinji Tatsutani, Mr. Munehiko Ono, Mr. Yoshihide Semimaru and Mr. Hijiri Fukuoka; the non-executive Director is Mr. Tong Ching Hsi; and the independent non-executive Directors are Dr. Sumio Matsumoto, Mr. Junichi Honda and Professor Lynne Yukie Nakano.

Nomura International (Hong Kong) Limited of 30/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong acts as the Sole Sponsor to the Global Offering.

This announcement is available for viewing on the Company's website at www.nissingroup.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

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