Unless otherwise defined in this announcement, terms defined in the prospectus dated Thursday, 18 November 2010 (the "**Prospectus**") issued by Bluestar Adisseo Nutrition Group Limited (the "**Company**") have the same meanings when used in this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for securities. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in the United States. Securities of the Company may not be offered or sold in the United States without registration or an exemption from registration under the United States Securities Act of 1933, as amended. There is not and is not currently intended to be any public offering of the Company's securities in the United States.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the shares being offered.

In connection with the Global Offering, Morgan Stanley Asia Limited, its affiliates or any person acting for them (the "Stabilising Manager") on behalf of the Underwriters may over-allocate or effect any other transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing from 30 November 2010, being the day on which the Shares commence trading on the Hong Kong Stock Exchange. However there is no obligation on the Stabilising Manager to conduct any such stabilising activity, which if commenced, may be discontinued at any time. The stabilising action which may be taken by the Stabilising Manager may include primary and ancillary stabilising action such as purchasing or agreeing to purchase any of the Shares, exercising the over-allotment option, stock borrowing, establishing a short position in the Shares, liquidating long positions in the Shares or offering or attempting to do any such actions. Any market purchases will be effected in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Such transactions 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 those of Hong Kong. In Hong Kong, the price at which stabilisation is effected is not permitted to exceed the offer price. Any such stabilising activity is required to be brought to an end after a limited period. The number of Shares being offered in the Global Offering may be increased by up to an aggregate of 345,105,000 Shares through the exercise of the Over-allotment Option expected to be granted to the International Underwriters by the Selling Shareholder, exercisable by the Joint Global Coordinators on behalf of the International Underwriters during the 30-day period from the last day for the lodging of applications under the Hong Kong Public Offer, which will end on 22 December 2010. After that date, when no further stabilising action may be taken, demand for the Shares, and therefore its market price, could fall. In the event that such Over-allotment Option is exercised, an announcement will be made.



## Bluestar Adisseo Nutrition Group Limited

藍星安廸蘇營養集團有限公司

(Incorporated under the laws of Hong Kong with limited liability)

## **GLOBAL OFFERING**

Number of Offer Shares in the Global Offering	:	2,300,700,000 Shares comprising 1,150,350,000 new Shares and 1,150,350,000 Sale Shares (subject to adjustment and the Over-allotment Option)
Number of International Placing Shares	:	2,070,630,000 Shares comprising 920,280,000 new Shares and 1,150,350,000 Sale Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	230,070,000 new Shares (subject to adjustment)
Maximum Offer Price	:	HK\$5.25 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	€0.00025 per Share
Stock code	:	1095

Joint Global Coordinators, Joint Bookrunners, Joint Sponsors and Joint Lead Managers (in alphabetical order)



Morgan Stanley

Joint Financial Advisers



The Blackstone Group®

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the granting of 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. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:30 a.m. on Tuesday, 30 November 2010. Subject to the granting of the listing of, and permission to deal in, the Shares on the Hong Kong 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 such other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in 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.

The Company is initially offering 230,070,000 Hong Kong Offer Shares, representing 10% of the total number of Shares initially being offered in the Global Offering, for subscription by way of a public offer in Hong Kong at the Offer Price, along with the International Placing of initially 2,070,630,000 Shares, representing 90% of the total number of Shares initially being offered in the Global Offering (subject to adjustment and the Over-allotment Option). The allocation of the Shares between the Hong Kong Public Offer and the International Placing is subject to adjustment as stated in the section headed "Structure of the Offering — The Hong Kong Public Offer" in the Prospectus.

In connection with the Global Offering, the Selling Shareholder intends to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters. Pursuant to the Over-Allotment Option, the Joint Global Coordinators will have the right, exercisable at any time from the date of the International Placing Agreement up to 30 days from the last day for the lodging of applications under the Hong Kong Public Offer (i.e. 22 December 2010) to require the Selling Shareholder to sell up to an aggregate of 345,105,000 Shares, representing, in aggregate, 15% of the initial Offer Shares, at the Offer Price to, among other things, cover over-allocations in the International Placing, In the event that the Over-allotment Option is exercised, an announcement will be made.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters), the Company and the Selling Shareholder on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, 24 November 2010, and in any event, on or before Sunday, 28 November 2010. The Offer Price will not be more than HK\$5.25 per Share and is expected to be not less than HK\$3.50 per Share. The Offer Price is expected to fall within the Offer Price range as stated in the Prospectus unless otherwise announced, as further explained below, at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. Investors applying for the Hong Kong Offer Shares must pay, on application, the maximum indicative Offer Price of HK\$5.25 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% on each Hong Kong Offer Share subject to refund if the Offer Price is lower than HK\$5.25 per Share. The Joint Global Coordinators, on behalf of the Underwriters, may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of the Company and the Selling Shareholder, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in the Prospectus at any time on or prior to the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. In such a case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offer, cause to be published in the South China Morning Post (in English) and The Hong Kong Economic Times (in Chinese) and on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.bluestar-adisseo.com.hk notices of the reduction in the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range. Upon issue of such a notice, the number of Offer Shares and/or the revised Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Joint Global Coordinators (on behalf of the Underwriters), the Company and the Selling Shareholder, will be fixed within such revised Offer Price range. Such notice will also include confirmation or revision, as appropriate, of the working capital statement and the Global Offering statistics as currently set out in the Prospectus and any other financial information which may change as a result of such reduction. If applications for Hong Kong Offer Shares have been submitted, then even if the number of Offer Shares and/or the Offer Price range is so reduced such applications cannot be subsequently withdrawn. If the Company, the Selling Shareholder and the Joint Global Coordinators (on any of the Underwriters) are unable to reach agreement on the Offer Price on or before Sunday, 28 November 2010, the Global Offering will not proceed and will lapse.

Acceptance of the applications for the Offer Shares pursuant to the Hong Kong Public Offer is conditional on the fulfillment of the conditions as stated in the section headed "Structure of the Offering — Conditions of the Hong Kong Public Offer" in the Prospectus. If the conditions are not fulfilled or waived prior to the times and dates specified, all application monies will be returned to the applicants, and in the event that the Offer Price as finally determined is less than the Offer Price of HK\$5.25 per Hong Kong Offer Share initially paid on application, the surplus application monies together with the related brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005% attributable to the surplus application monies, will be refunded, in each case without interest and on the terms set out under section headed "How to Apply for Hong Kong Offer Shares — 11. Refund of Application Monies". Refund payments will also be made in respect of wholly or partially unsuccessful applications.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of 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 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 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 should (i) complete and sign the **YELLOW** application forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Thursday, 18 November 2010 until 12:00 noon on Tuesday, 23 November from the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or (ii) give **electronic application instructions** to HKSCC via CCASS.

It should be noted that multiple or suspected multiple applications and any application for more than 50% of the 230,070,000 Shares initially comprised in the Hong Kong Public Offer (that is, 115,035,000 Hong Kong Offer Shares) will be rejected. Each applicant under the Hong Kong Public Offer will also be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application has not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for any Offer Shares under the International Placing, and such applicant's application is liable to be rejected if the undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated Offer Shares under the International Placing.

The total number of the Offer Shares available under the Hong Kong Public Offer (after taking into account of any reallocation referred to below) is to be divided into two pools for allocation purposes: 115,035,000 Offer Shares in pool A and 115,035,000 Offer Shares in pool B. The Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Offer Shares with an aggregate subscription price of HK\$5 million or less (excluding the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable). The Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Offer Shares with an aggregate subscription price of more than HK\$5 million (excluding the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable). Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Offer Shares in one (but not both) of the pools are under-subscribed, the surplus Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Applicants can only receive an allocation of the Offer Shares from either pool A or pool B but not from both pools.

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during business hours between 9:00 a.m. to 5:00 p.m. from Thursday, 18 November 2010 to Friday, 19 November 2010, between 9:00 a.m. to 1:00 p.m. on Saturday, 20 November 2010, between 9:00 a.m. to 5:00 p.m. on Monday, 22 November 2010 and between 9:00 a.m. to 12:00 noon on Tuesday, 23 November 2010 from the following locations:

(1) any of the following addresses of the Hong Kong Underwriters:

Deutsche Bank AG, Hong	48th Floor, Cheung Kong Centre, 2 Queen's Road				
Kong Branch	Central, Central, Hong Kong				
Morgan Stanley Asia Limited	46th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong				

(2) any of following branches of Bank of China (Hong Kong) Limited:

	Branch name	Address			
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road			
	King's Road Branch	131-133 King's Road, North Point			
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan			
Kowloon:	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok			
New Territories:	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long			
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun			
	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O			

	Branch name	Address			
Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central			
	Central Branch	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Central			
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay			
Kowloon:	Kwun Tong Branch	1A Yue Man Square, Kwun Tong			
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui			
New Territories:	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin			
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan			

(3) any of following branches of Standard Chartered Bank (Hong Kong) Limited:

Both **WHITE** and **YELLOW** Application Forms completed in all respects (to which cheques or banker's cashier orders payable to "Bank of China (Hong Kong) Nominees Limited — Bluestar Adisseo Public Offer" should be securely stapled) should be deposited in the special collection boxes provided at any one of the branches and/or sub-branches referred to above at the following times on the following dates:

Thursday,	18	November	2010	_	9:00	a.m.	to	5:00 p.m.
Friday,	19	November	2010		9:00	a.m.	to	5:00 p.m.
Saturday,	20	November	2010	—	9:00	a.m.	to	1:00 p.m.
Monday,	22	November	2010	—	9:00	a.m.	to	5:00 p.m.
Tuesday,	23	November	2010	—	9:00	a.m.	to	12:00 noon

Applicants applying by eIPO may submit applications to the eIPO Service Provider through the designated website www.eipo.com.hk from 9:00 a.m. on Thursday, 18 November 2010 until 11:30 a.m. on Tuesday, 23 November 2010 (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 23 November 2010, the last application day. Applicants will not be permitted to submit applications to the eIPO Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

Investors can apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC as follows:

- 1. CCASS Investor Participants can give electronic application instructions to HKSCC through the CCASS Phone System by calling (852) 2979 7888 or through the CCASS Internet System (https://ip.ccass.com) (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants on their behalf if they go to the Customer Service Centre of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC.
- 2. Those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Hong Kong Offer Shares on their behalf. CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

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Thursday, 18 November 2010 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>
Friday, 19 November 2010 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
Saturday, 20 November 2010 — 8:00 a.m. to 1:00 p.m.<sup>(1)</sup>
Monday, 22 November 2010 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
Tuesday, 23 November 2010 — 8:00 a.m.<sup>(1)</sup> to 12:00 noon
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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 Thursday, 18 November 2010 until 12:00 noon on Tuesday, 23 November 2010 (24 hours daily, except the last application day).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications must be received no later than 12:00 noon on Tuesday, 23 November 2010 (or if the application lists are not open on that day, then by 12:00 noon on the next day the lists are open). Please see the section headed "How to Apply for Hong Kong Offer Shares" in the Prospectus for further details. No receipt will be issued for application monies.

The application lists will open from 11:45 a.m. to 12:00 noon on Tuesday, 23 November 2010 (or such later date as may apply in case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to Apply for Hong Kong Offer Shares — 7. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus).

It is expected that the final Offer Price will be published on or before Monday, 29 websites the Hong November 2010 on the of Kong Stock Exchange (www.hkexnews.hk) and the Company (www.bluestar-adisseo.com.hk). An indication of the level of interest in the International Placing, the results of applications under the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and be posted on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.bluestar-adisseo.com.hk) on or before Monday, 29 November 2010.

Results of allocations for the Hong Kong Public Offer, including the Hong Kong identity card numbers, passport numbers or Hong Kong business registration numbers of successful applicants (where supplied) and the number of Hong Kong Offer Shares successfully applied for under WHITE and YELLOW Application Forms, by White Form eIPO and by giving electronic application instructions to HKSCC via CCASS, will be made available in a manner described in the section headed "How to apply for Hong Kong Offer Shares" in the Prospectus.

If you apply for 1,000,000 Hong Kong Offer Shares or more and you have elected on your **YELLOW** Application Form to collect your refund cheque (where applicable) in person, you may collect your refund cheque(s) (where applicable) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Monday, 29 November 2010 or such other date as notified by us in the newspapers as the date of despatch/collection of share certiticates/eRefund payment instructions/refund cheques. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) (where applicable) personally within the time specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post and at your own risk. If you have applied for 1,000,000 Hong Kong Offer Shares or above and have not indicated on your Application Form that you will collect your refund cheque (if any) in person, or if you have applied for less than 1,000,000 Hong Kong Offer Shares, your refund cheque(s) (where applicable) in respect of the application monies or the appropriate parties thereof, together with the related brokerage fee, Hong Kong Stock Exchange trading fee, and SFC transaction levy, if any, (without interest) will be sent to the address on your Application Form on the date of despatch, which is expected to be on Monday, 29 November 2010, by ordinary post and at your own risk.

If you are applying for the Hong Kong Offer Shares by using a YELLOW Application Form or by giving electronic application instructions to HKSCC and your application is wholly or partially successful, your Share certificate will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant which you have instructed to give electronic application instructions on your behalf or as instructed by you in your YELLOW Application Form on Monday, 29 November 2010 or in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you (and the amount of refund money payable to you if you have instructed a CCASS Clearing/Custodian Participant to give electronic application instructions on your behalf) with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the results of allocations made available by the Company on Monday, 29 November 2010 (for CCASS Investor Participants applying by giving electronic application instructions to HKSCC, they can also check the application result via the CCASS Phone System and CCASS Internet System) and report any discrepancies to HKSCC before 5:00 p.m. on Monday, 29 November 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately following the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in "An Operating Guide for Investor Participants" as published by HKSCC in effect from time to time).

HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and (if you are applying by giving **electronic application instructions** to HKSCC) the amount of refund monies (if any) credited to your designated bank account.

If you apply through the **White Form eIPO** service and paid the application monies from a single bank account, refund monies (if any) will be despatched to your application payment account in the form of e-Refund payment instructions on Monday, 29 November 2010. If you apply through **White Form eIPO** service from multiple bank accounts, refund monies (if any) will be despatched to the address as specified on your application instructions to the designated **White Form eIPO** application in the form of refund cheque(s) on Monday, 29 November 2010, by ordinary post at your own risk.

Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, 30 November 2010 provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms.

The Company will not issue temporary documents of title. The Shares will be traded in board lots of 1,000 Shares each.

## By order of the board of Bluestar Adisseo Nutrition Group Limited Xiaobao Lu Chairman

Hong Kong, Thursday, 18 November 2010

As at the date of this announcement, our executive Director is Mr. Jean-Marc Dublanc and our non-executive Directors are Mr. Xiaobao Lu, Mr. Gérard Deman, Mr. Kam Chung Leung, Mr. Jianming Ren and Mr. Xingqiang Yang and our independent non-executive Directors are Mr. Brendan Matthew Cummins, Mr. Shu Kwan Stephen Ip and Ms. Lixin Song.