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## IMPORTANT

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*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice and consult your stockbroker, bank manager, solicitor, professional accountant or other professional advisor.*



## SUMPO FOOD HOLDINGS LIMITED

森寶食品控股有限公司

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

### LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

<b>Number of Offer Shares</b>	<b>: 400,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Placing Shares</b>	<b>: 360,000,000 Shares (subject to reallocation and the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>: 40,000,000 Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.80 per Offer Share and expected to be not less than HK\$0.60 per Offer Share (payable in full on application plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.10 each</b>
<b>Stock code</b>	<b>: 1089</b>

Sponsor



**KINGSTON CORPORATE FINANCE LIMITED**

**Sole Bookrunner and Lead Manager**



**KINGSTON SECURITIES LIMITED**

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Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be fixed by an agreement between the Company and the Lead Manager (for itself and on behalf of the other Underwriters) on or before the Price Determination Date, which is expected to be on or before Wednesday, 5 January 2011 or such other date or time as may be agreed between the Company and the Lead Manager (for itself and on behalf of the other Underwriters) but in any event, not later than 12:00 noon on Thursday, 6 January 2011. The Offer Price will be not more than HK\$0.80 per Offer Share and is expected to be not less than HK\$0.60 per Offer Share. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.80 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$0.80 (the maximum Offer Price).

The Lead Manager (for itself and on behalf of the other Underwriters), with the consent of the Company, may reduce the indicative Offer Price range below that as stated in this prospectus (which is HK\$0.60 to HK\$0.80) at any time prior to the morning of the last day for lodging applications under the Public Offer. In such event, 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 Public Offer, cause such change to be published in The Standard (in English) and Singpao (in Chinese) an announcement and to be posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of our Company ([www.sumpofood.com](http://www.sumpofood.com)). If, for whatsoever reason, the Company and the Lead Manager (for itself and on behalf of the other Underwriters) are unable to reach an agreement on the Offer Price on or before the Price Determination Date or such other date or time as may be agreed between the Company and the Lead Manager (for itself and on behalf of the other Underwriters) but in any event, not later than 12:00 noon on Thursday, 6 January 2011, the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement to be published in The Standard (in English) and Singpao (in Chinese).

Prospective investors of the Share Offer should note that the Share Offer will not proceed if the Lead Manager (for itself and on behalf of the other Underwriters) terminates the obligations of the Underwriters under the Underwriting Agreement if any of the events set out in the sub-paragraph headed "Grounds for termination" in the paragraph headed "Underwriting arrangements and expenses" under the section headed "Underwriting" of this prospectus occurs prior to 8:00 a.m. on the Listing Date. It is important that you refer to the section headed "Underwriting" of this prospectus for further details.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this prospectus, including, without limitation, the risk factors set out in the section headed "Risk Factors" of this prospectus.

30 December 2010