
STRUCTURE OF THE SHARE OFFER

PRICE PAYABLE ON APPLICATION

The Offer Price will not be more than HK\$0.80 and is expected to be not less than HK\$0.60 per Offer Share. Based on the maximum Offer Price of HK\$0.80 per Offer Share, plus 1% brokerage fee, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee, the total cost payable for one board lot of 5,000 Offer Shares will amount to a total of HK\$4,040.32. The Application Forms have tables showing the exact amount payable for multiples of the Offer Shares.

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.

If, based on the level of interests expressed by prospective professional, institutional and/or other investors during the book-building process, the Lead Manager (for itself and on behalf of the other Underwriters, and with the consent of the Company) thinks it appropriate (for instance, if the level of interests is below the indicative Offer Price range), the indicative Offer Price range may be reduced below that as stated in this prospectus at any time prior to the morning of the last day for lodging applications. In such 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 Public Offer, cause notice of the reduction of the indicative Offer Price range to be published in The Standard (in English) and Singpao (in Chinese) and to be posted on our Company's website at www.sumpofood.com and the Stock Exchange's website at www.hkexnews.hk. Such notice will also include any financial information which may change as a result of any such reduction. If applications for the Public Offer Shares have been submitted prior to the morning of the last day for lodging applications under the Public Offer, then even if the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn.

If, for whatsoever reason, the Offer Price is not agreed between the Company and the Lead Manager (for itself and on behalf of the other Underwriters) 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).

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CONDITIONS OF THE SHARE OFFER

Acceptance of your application for the Offer Shares is conditional upon:

1. Listing

the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus; and

2. Underwriting Agreement

the obligations of the Underwriters under the Underwriting Agreement becoming unconditional and not being terminated before 8:00 a.m. on the Listing Date. Details of the Underwriting Agreement and its conditions and grounds for termination are set out in the section headed “Underwriting” of this prospectus. If any of these conditions is not fulfilled on or before 28 January 2011 (or such later date as the Lead Manager may agree in writing for itself and on behalf of the other Underwriters with the Company), your application money will be returned to you, without interest. The terms on which your money will be returned to you are set out in the paragraph headed “Refund of your application money” on the Application Forms. In the meantime, your money will be held in one or more separate bank accounts with the receiving banker or other licensed bank or banks in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

OFFER MECHANISM

This prospectus is published in connection with the Share Offer, which comprises the Placing and the Public Offer. Initially, 360,000,000 Shares (subject to reallocation and the Over-allotment Option) are to be offered pursuant to the Placing to professional, institutional and private investors and 40,000,000 Shares (subject to reallocation) are to be offered to the public in Hong Kong under the Public Offer. References herein to applications, Application Forms, application monies or to the procedure for application relate solely to the Public Offer. The Offer Shares will represent 25% of the Company’s enlarged issued share capital immediately after completion of the Share Offer and the Capitalisation Issue.

The Placing is fully underwritten by the Placing Underwriters on a several basis and the Public Offer is fully underwritten by the Public Offer Underwriter.

Information relating to the underwriting arrangements in respect of the Share Offer is set out in the paragraph headed “Underwriting Arrangements and Expenses” in the section headed “Underwriting” of this prospectus. The Share Offer is sponsored by the Sponsor and managed by the Lead Manager and the Sole Bookrunner.

Investors may apply for Public Offer Shares under the Public Offer or indicate an interest for Placing Shares under the Placing, but may not do both.

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PLACING

The Company is initially offering, subject to the Over-allotment Option and possible reallocation on the basis discussed below, 360,000,000 Shares, representing 90% of the total number of Shares being offered under the Share Offer, for subscription by way of the Placing. Under the Placing, the Placing Underwriters, on behalf of the Company, will conditionally place the Placing Shares with professional, institutional and private investors. Professional and institutional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. Allocation of the Placing Shares pursuant to the Placing is based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to buy further Shares and/or hold or sell its Shares after the listing of the Shares on the Stock Exchange. Such allocation is intended to result in a distribution of the Placing Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of the Company and its shareholders as a whole. Investors allocated with the Placing Shares cannot apply for the Public Offer Shares under the Public Offer. The Placing is conditional on the fulfillment of all the conditions stated in the paragraph headed “Conditions of the Share Offer” above.

PUBLIC OFFER

The Company is initially offering 40,000,000 Shares at the Offer Price under the Public Offer, representing 10% of the total number of Shares being offered under the Share Offer for subscription in Hong Kong, subject to reallocation as mentioned in this section. The Public Offer is managed by the Lead Manager and is fully underwritten by the Public Offer Underwriter.

The Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors. Applicants for the Public Offer Shares under the Public Offer may not apply for Placing Shares under the Placing. Allocation of Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. The Public Offer will be subject to the conditions stated in the paragraph headed “Conditions of the Share Offer” above.

For allocation purposes only, the number of the Public Offer Shares will be divided equally into two pools: pool A and pool B. The Public Offer Shares in pool A will consist of 20,000,000 Shares and will be allocated on an equitable basis to applicants who have applied for the Public Offer Shares in the value of HK\$5 million (excluding the brokerage, the Stock Exchange trading fee and the SFC transaction levy) or less. The Public Offer Shares available in pool B will consist of 20,000,000 Shares and will be allocated on an equitable basis to applicants who have applied for Public Offer Shares in the value of more than HK\$5 million (excluding the brokerage, the Stock Exchange trading fee and the SFC transaction levy) and up to the total initial value of pool B.

Investors should be aware that the allocation ratios for applications in the two pools, as well as the allocation ratios for applications in the same pool, are likely to be different. Where one of the pools is undersubscribed, the surplus Public Offer Shares will be

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transferred to satisfy demand in the other pool and be allocated accordingly. Applicants can only receive an allocation of Public Offer Shares from any one pool but not from both pools and can only make applications to either pool A or pool B. Any application made for more than 100 per cent. of the Public Offer Shares initially available under pool A or pool B will be rejected. Multiple applications or suspected multiple applications within either pool and between pools will also be rejected.

BASIS OF ALLOCATION OF THE OFFER SHARES

The allocation of Shares between the Public Offer and the Placing is subject to the reallocation adjustment which in turn depends on the level of subscription of the Public Offer. The reallocation will be made on the following basis:

- (i) if the number of Public Offer Shares validly applied for under the Public Offer equals or exceeds 600,000,000 Shares (being 15 times of the number of Public Offer Shares initially available for public subscription under the Public Offer) but is less than 2,000,000,000 Shares (being 50 times of the number of Public Offer Shares initially available for public subscription under the Public Offer), then the number of Shares available for public subscription under the Public Offer will be increased to 120,000,000 Shares, representing 30% of the 400,000,000 Shares available under the Share Offer (assuming the Over-allotment Option will not be exercised);
- (ii) if the number of Public Offer Shares validly applied for under the Public Offer equals or exceeds 2,000,000,000 Shares (being 50 times of the number of Public Offer Shares initially available for public subscription under the Public Offer) but is less than 4,000,000,000 Shares (being 100 times of the number of Public Offer Shares initially available for public subscription under the Public Offer), then the number of Public Offer Shares available for public subscription under the Public Offer will be increased to 160,000,000 Shares, representing 40% of the 400,000,000 Shares available under the Share Offer (assuming the Over-allotment Option will not be exercised); and
- (iii) if the number of Public Offer Shares validly applied for under the Public Offer equals or exceeds 4,000,000,000 Shares (being 100 times of the number of Public Offer Shares initially available for public subscription under the Public Offer), then the number of Public Offer Shares available for public subscription under the Public Offer will be increased to 200,000,000 Shares, representing 50% of the 400,000,000 Shares available under the Share Offer (assuming the Over-allotment Option will not be exercised). In all cases, the additional Shares reallocated to the Public Offer will be allocated equally between pool A and pool B and the number of Offer Shares allocated to the Placing will be correspondingly reduced.

If either the Public Offer or the Placing is not fully subscribed, the Lead Manager will have the discretion to reallocate all or any unsubscribed Shares originally included in the Public Offer to the Placing (or vice versa, as appropriate) in such proportion and manner as it considers appropriate.

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OVER-SUBSCRIPTION

Allocation of Public Offer Shares to applicants under the Public Offer will be based solely on the level of valid applications received. The basis of allocation may vary, depending on the number of Public Offer Shares validly applied for by each applicant. However, this may involve balloting, which would mean that some applicants may be allotted more Shares than others who have applied for the same number of Public Offer Shares and that applicants who are not successful in the ballot may not receive any Public Offer Shares.

OVER-ALLOTMENT OPTION

In connection with the Share Offer, we are expected to grant an Over-allotment Option to the Underwriters exercisable by the Lead Manager (for itself and on behalf of the other Underwriters).

Pursuant to the Over-allotment Option, the Lead Manager has the right, exercisable at any time from the Listing Date until the date falling 30 days after the date of this prospectus, to require the Company to issue the Over-allotment Shares at the Offer Price, representing 15% of the initial Offer Shares to, among other things, cover over-allocations in the Placing and/or the obligations of the Lead Manager to return securities borrowed under the Stock Borrowing Agreement. If the Over-allotment Option is exercised in full, the additional Shares will represent approximately 3.61% of the enlarged issued share capital of the Company immediately following the completion of the Share Offer and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, a press announcement will be made.

STABILIZATION

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the newly issued securities in the secondary market, during a specified period of time, to minimize and, if possible, prevent a decline in the market price of the securities below the initial offering price. In Hong Kong, the price at which stabilization is effected is not permitted to exceed the initial offering price.

In connection with the Share Offer, Kingston Securities Limited (“Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the other Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period commencing from the Listing Date.

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. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to do this. Such stabilization, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time, and must be brought to an end after a limited period. The number of Shares that may

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be over-allocated will not be greater than the number of Shares which may be allotted and issued upon exercise of the Over-allotment Option, being 60,000,000 Shares, which is 15% of the Shares initially available under the Share Offer.

The Stabilizing Manager, its affiliates or any person acting for it may take all or any of the following stabilizing actions in Hong Kong during the stabilization period:

- (i) purchase, or agree to purchase, any of the Shares or offer or attempt to do so for the sole purpose of preventing or minimizing any reduction in the market price of the Shares; and/or
- (ii) in connection with any action described in paragraph (i) above:
 - (A) (1) over-allocate the Shares; or
 - (2) sell or agree to sell the Shares so as to establish a short position in them, for the sole purpose of preventing or minimizing any reduction in the market price of the Shares;
 - (B) exercise the Over-allotment Option and purchase or subscribe for or agree to purchase or subscribe for the Shares in order to close out any position established under paragraph (ii)(A) above;
 - (C) sell or agree to sell any of the Shares acquired by it in the course of the stabilizing action referred to in paragraph (i) above in order to liquidate any position that has been established by such action; and/or
 - (D) offer or attempt to do anything as described in paragraph (ii)(A)(2), (ii)(B) or (ii)(C) above.

The Stabilizing Manager, its affiliates or any person acting for it, may, in connection with the stabilizing action, maintain a long position in the Shares, and there is no certainty as to the extent to which and the time period for which it will maintain such position. Investors should be warned of the possible impact of any liquidation of the long position by the Stabilizing Manager, its affiliates or any person acting for it, which may include a decline in the market price of the Shares.

Stabilization cannot be used to support the price of the Shares for longer than the stabilization period, which begins on the day on which dealings in the Shares commence on the Stock Exchange and ends on the 30th day after the last day for the lodging of applications under the Public Offer. The stabilization period is expected to expire on Thursday, 3 February 2011. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore their market price, could fall.

Any stabilizing action taken by the Stabilizing Manager, its affiliates or any person acting for it, may not necessarily result in the market price of the Shares staying at or above the Offer Price either during or after the stabilization period. Stabilization bids or market

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purchases effected in the course of the stabilization action may be made at any price at or below the Offer Price and can therefore be done at a price below the price investors have paid in acquiring the Shares.

All stabilizing actions will be taken in accordance with the laws, rules and regulations in place in Hong Kong on stabilization.

STOCK BORROWING ARRANGEMENT

In connection with the Share Offer, the Lead Manager (for itself and on behalf of the other Underwriters) may over-allocate up to but not more than 60,000,000 additional Shares and cover such over-allocations by exercising the Over-allotment Option or by making purchases in the secondary market at prices that do not exceed the Offer Price or through stock borrowing arrangements or a combination of these means. In particular, for the purpose of covering such over-allocations, the Lead Manager may borrow up to 60,000,000 Shares from Mr. Lin, equivalent to the maximum number of Shares to be issued on a full exercise of the Over-allotment Option, under the Stock Borrowing Agreement.

A summary of the stock borrowing arrangement is set out as follows:

- the Stock Borrowing Agreement will only be effected by the Lead Manager for settlement of over-allocation in connection with the Placing;
- the maximum number of Shares to be borrowed from Mr. Lin by the Lead Manager will be limited to the maximum number of Shares which may be issued upon full exercise of the Over-allotment Option which is 60,000,000 Shares;
- the same number of Shares so borrowed must be returned to Mr. Lin or its nominee(s), as the case may be, on or before the third business day following the earlier of (i) the last day on which the Shares may be issued by the Company pursuant to the Over-allotment Option or (ii) the day on which the Over-allotment Option is exercised in full;
- the Stock Borrowing Agreement will be effected in compliance with all applicable laws, rules and regulatory requirements; and
- no payment or other benefit will be made to Mr. Lin by the Lead Manager under the stock borrowing arrangement.