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*This announcement and the information contained herein does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended, or any state securities laws of the United States. There will not be and is not currently intended to be any public offering of securities in the United States.*

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*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



## **China Lifestyle Food and Beverages Group Limited**

**中國休閒食品集團有限公司**

*(Incorporated in Bermuda with limited liability)*

### **GLOBAL OFFERING**

<b>Number of Offer Shares</b>	<b>:</b>	<b>282,000,000 Shares, comprising 225,600,000 New Shares to be offered by the Company and 56,400,000 Sale Shares to be offered by the Selling Shareholders (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>28,200,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>253,800,000 Shares, comprising 197,400,000 New Shares to be offered by the Company and 56,400,000 Sale Shares to be offered by the Selling Shareholders (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>HK\$2.65 per Offer Share payable in full on application, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%</b>
<b>Nominal Value</b>	<b>:</b>	<b>US\$0.05 per Share</b>
<b>Stock Code</b>	<b>:</b>	<b>1262</b>

*Sole Global Coordinator and Sole Sponsor*



*Joint Bookrunners*



**BOC INTERNATIONAL**

*Joint Lead Managers*



**BOC INTERNATIONAL**



**國泰君安國際**  
GUOTAI JUNAN INTERNATIONAL

Application has been made by the Company to the Listing Committee 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, the Capitalization Issue and the exercise of the Over-allotment Option and any additional Shares up to 10% of the issued share capital of the Company as at the Listing Date which may fall to be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 9 December 2011. Subject to the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus on the Stock Exchange, as well as 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 may be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Offer Shares to be admitted into CCASS. Settlement of transactions between participants of the Stock Exchange in any trading day is required to take place in CCASS on the second business day thereafter. Investors should seek the advice of their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The Global Offering comprises the Hong Kong Public Offering of initially 28,200,000 Offer Shares (subject to adjustment) and the International Offering of initially 253,800,000 Offer Shares, comprising 197,400,000 New Shares to be offered by the Company and 56,400,000 Sale Shares to be offered by the Selling Shareholders (subject to adjustment and the Over-allotment Option), representing 10% and 90% of the 282,000,000 Offer Shares (subject to the Over-allotment Option) initially available under the Global Offering, respectively. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Stabilizing Manager (after having consulted with, and obtaining the agreement of, the Joint Bookrunners (such agreement not to be unreasonably withheld)) on behalf of the International Underwriters, to require the Company to allot and issue up to an aggregate of 42,300,000 additional Offer Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to cover, among other things, over-allocation in the International Offering. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company.

The Offer Price will be HK\$2.65 per Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$2.65 for each Hong Kong Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%. 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 would like to be allocated the Hong Kong Offer Shares 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](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong 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 Tuesday, 29 November 2011, until 12:00 noon on Friday, 2 December 2011 at:

- (a) any of the following addresses of the Hong Kong Underwriters
1. **Citigroup Global Markets Asia Limited**, 50th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong; or
  2. **BOCI Asia Limited**, 26th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong; or
  3. **Guotai Junan Securities (Hong Kong) Limited**, 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; or
  4. **Head & Shoulders Securities Limited**, Room 1702, 17/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
  5. **KGI Capital Asia Limited**, 41st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong; or
  6. **Yuanta Securities (Hong Kong) Company Limited**, 23rd Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong; or
- (b) any of the following branches of Standard Chartered Bank (Hong Kong) Limited

**Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
	Aberdeen Branch	Shop 4A, G/F, Aberdeen Centre Site 5, No.6 Nam Ning Street, Aberdeen

	<b>Branch Name</b>	<b>Address</b>
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Lok Fu Shopping Centre Branch	Shop G101, G/F., Lok Fu Shopping Centre
	Mei Foo Manhattan Branch	Shop Nos. 07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
New Territories	Metroplaza Branch	Shop No. 175-176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

(c) any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch

**Bank of Communications Co., Ltd. Hong Kong Branch**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Quarry Bay Sub-Branch	G/F., 981 C, King's Road, Quarry Bay
	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road
	North Point Sub-Branch	442-444 King's Road
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
	Shamshuipo Sub-Branch	G/F., Shop 1, Golden Centre, 94 Yen Chow Street
	Hunghom Sub-Branch	Flat/Rm A6, G/F., Wing Kwai Building, 1-3 Tak Man Street
	Lam Tin Sub-Branch	G/F., 63-65 Kai Tin Tower, Kai Tin Road, Lam Tin
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tiu Keng Leng Sub-Branch	Unit L2-064 & 065, Metro Town Shopping Mall, 8 King Ling Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 November 2011 until 12:00 noon on Friday, 2 December 2011 from:

- (1) the **depository counter of HKSCC** at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) your stockbroker, who may have the Prospectus and **YELLOW** Application Forms available.

Applicants applying by **HK eIPO White Form** may submit their applications to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Tuesday, 29 November 2011 until 11:30 a.m. on Friday, 2 December 2011 (24 hours daily, except on the last application day) (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of Bad Weather Conditions on the Opening of the Application Lists” in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 29 November 2011 until 12:00 noon on Friday, 2 December 2011.

Please refer to the sections headed “Structure 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 publish the announcement on the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering, the basis of allocations and the results of applications of successful applicants under the Hong Kong Public Offering on 8 December 2011 in *The Standard* (in English) and the *Hong Kong Economic Times* (in Chinese), on the Company’s website at [www.lbxxgroup.com](http://www.lbxxgroup.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) will be made available at the times and date and through a variety of channels as described in the section headed “How to Apply for Hong Kong Offer Shares – Results of Allocations” in the Prospectus.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 9 December 2011. The Shares will be traded in board lots of 1,000 Shares each. The Company will not issue temporary documents of title. No receipt will be issued for application monies paid.

By Order of the Board of Directors  
**China Lifestyle Food and Beverages Group Limited**  
**Zheng Yu Long**  
*Chairman*

Hong Kong, 29 November 2011

*As at the date of this announcement, our Directors are Zheng Yu Long, Zheng Yu Shuang and Zheng Yu Huan as executive Directors, Li Gang and Li Hung Kong as non-executive Directors and Sun Kam Ching, Li Zhi Hai and Chung Yau Tong as independent non-executive Directors.*

*Please also refer to the published version of this announcement in **The Standard** (in English) and the **Hong Kong Economic Times** (in Chinese).*