

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated June 21, 2012 (the “Prospectus”) issued by Xiao Nan Guo Restaurants Holdings Limited (the “Company”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered.

This announcement is not 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. There will not and is not currently intended to be any public offering of securities in the United States.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Exchanges and Clearing Limited 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.

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

上 | 海 | 小 | 南 | 国

SHANGHAI MIN

Xiao Nan Guo Restaurants Holdings Limited

小南國餐飲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Global Offering

Total number of Offer Shares : 341,250,000 Shares (subject to the under the Global Offering Over-allotment Option)

Number of Hong Kong : 34,128,000 Shares (subject to Public Offer Shares adjustment)

Number of International : 307,122,000 Shares (subject to Offer Shares adjustment and the Over-allotment Option)

Offer Price : HK\$1.50 per Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application)

Nominal value : HK\$0.01 per Share

Stock code : 03666

Sole Global Coordinator

BofA Merrill Lynch

Joint Sponsors

BofA Merrill Lynch

**Standard
Chartered** 

Joint Bookrunners and Joint Lead Managers

BofA Merrill Lynch

**Standard
Chartered** 

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

ICBC  **工銀國際**

Application has been made to the Listing Committee of the Stock Exchange for 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 (including the additional Shares to be offered pursuant to the exercise of the Over-allotment Option and the additional Shares to be issued upon the exercise of the options which may be granted under the Pre-IPO Share Option Schemes). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on July 4, 2012, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, July 4, 2012. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

The Offer Price has been fixed as HK\$1.50 per Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$1.50 for each Hong Kong Offer Share together with a brokerage 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 **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees 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 copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 21, 2012 until 12:00 noon on Tuesday, June 26, 2012 at the depository counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or by their stockbroker, who may have copies of such Application Forms and Prospectus available; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 21, 2012 until 12:00 noon on Tuesday, June 26, 2012 from:

1. Merrill Lynch Far East Limited, 15/F Citibank Tower, 3 Garden Road, Central, Hong Kong; or
2. Standard Chartered Securities (Hong Kong) Limited, 15/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong; or

3. Guotai Junan Securities (Hong Kong) Limited, 27/F Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; or
4. ICBC International Securities Limited, 37/F ICBC Tower, 3 Garden Road, Hong Kong; or
5. CMB International Capital Limited, Units 1803-4, 18/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong; or
6. Great Roc Capital Securities Limited, Suite 3712, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong; or
7. Shenyin Wanguo Capital (H.K.) Limited, 28/F, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong; or
8. South China Securities Limited, 28/F., Bank of China Tower, No.1 Garden Road, Central, Hong Kong; or
9. any of the following branches of the receiving bankers for the Hong Kong Public Offering:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	North Point Centre, 284 King's Road, North Point
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay

	Branch Name	Address
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
New Territories	New Town Plaza Branch	Shop 215 to 223, Phase 1, New Town Plaza, Shatin
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Yuen Long Fung Nin Road Branch	Shop B at G/F and 1/F, Man Cheong Building, 247 Castle Peak Road, Yuen Long
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road
Kowloon	Jordan Road Sub-Branch	1/F., Booman Building, 37U Jordan Road
	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
New Territories	Sha Tsui Road Sub-Branch	122-124 Sha Tsui Road, Tsuen Wan
	Fanling Sub-Branch	Shop No.84A-84B, G/F., Flora Plaza, Fanling

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 21, 2012 until 12:00 noon on Tuesday, June 26, 2012 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 may apply online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk from 9:00 a.m. on Thursday, June 21, 2012 until 11:30 a.m. on Tuesday, June 26, 2012 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Public Offer Shares — Effect of bad weather conditions on the opening of the application lists” in the Prospectus) (24 hours daily, except the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, June 21, 2012 until 12:00 noon on Tuesday, June 26, 2012.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for the Hong Kong Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

We expect to announce the level of applications in the Hong Kong Public Offering, the level of indication of interest in the International Offering and the basis of allocation of the Hong Kong Public Offer Shares on Tuesday, July 3, 2012 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on our website at www.xiaonanguo.com and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Tuesday, July 3, 2012.

No temporary documents of title will be issued. No receipt will be issued for application monies received. Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Wednesday, July 4, 2012. The Shares will be traded in board lot of 2,000 each.

By order of the Board
Xiao Nan Guo Restaurants Holdings Limited
Ms. WANG Huimin
Chairlady

Hong Kong, June 21, 2012

As of the date of this announcement, the executive Directors are Ms. WANG Huimin, Ms. WU Wen and Mr. KANG Jie, the non-executive Directors are Ms. WANG Huili, Mr. TANG Donald Wei and Mr. WENG Xiangwei and the independent non-executive Directors are Mr. TSANG Henry Yuk Wong, Mr. WANG Chiwei and Mr. WANG Yu.

*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).*