

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*

*This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



**中糧家佳康食品有限公司**  
**COFCO Joycome Foods Limited**

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

**(Stock Code: 01610)**

**(1) CONNECTED TRANSACTION IN RELATION TO  
THE SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE;  
AND  
(2) APPLICATION FOR WHITEWASH WAIVER  
DELAY IN DESPATCH OF THE CIRCULAR**

Reference is made to the announcement (the “**Announcement**”) issued by the Company dated 11 January 2023 in relation to the Share Subscription and the Whitewash Waiver. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

As disclosed in the Announcement, a circular (the “**Circular**”) containing, among other things, (i) details of the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate); (ii) the Whitewash Waiver; (iii) a letter of advice from the Independent Board Committee on the Share Subscription (including the Specific Mandate and the Share Subscription Agreement) and the Whitewash Waiver; (iv) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver; and (v) a notice of EGM together with the form of proxy, is expected to be despatched to Shareholders within 15 business days from the date of the Announcement pursuant to Rule 14A.68 of the Listing Rules, or 21 days of the date of the Announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is earlier (i.e. in this case, on or before 1 February 2023).

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular (including but not limited to the property valuation report of the Group, the indebtedness statement of the Group and the letter from the independent financial adviser), an application was made to the Executive pursuant to Rule 8.2 of the Takeovers Code for, and the Executive has granted, a consent for the extension of the latest time for despatch of the Circular to 28 February 2023.

Shareholders and potential investors of the Company are advised to refer to the announcements and/or other documents published by the Company from time to time on the website of the Stock Exchange for information relating to the Share Subscription and the Whitewash Waiver.

## **WARNING**

**Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Share Subscription Agreement, the Share Subscription may or may not proceed.**

**The Whitewash Waiver may or may not be granted by the Executive and if granted, will, among others things, be subject to the approval by at least 75% of the votes cast by the Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders by way of poll in respect of the Share Subscription, respectively, at the EGM. Completion of the Share Subscription is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Independent Shareholders.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.**

By order of the Board  
**COFCO Joycome Foods Limited**  
**Jiang Guojin**

*Chairman, executive director and general manager*

Beijing, PRC, 30 January 2023

*As at the date of this announcement, the Board comprises Mr. Jiang Guojin as the chairman of the Board, executive director and general manager, Mr. Ma Dewei and Dr. Zhao Wei as non-executive directors, and Mr. Fu Tingmei, Mr. Li Michael Hankin and Dr. Ju Jiandong as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*