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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)

ANNOUNCEMENT

**(1) POLL RESULTS OF THE EXTRAORDINARY
GENERAL MEETING HELD ON 10 MARCH 2023**

AND

(2) GRANT OF THE WHITEWASH WAIVER

The Board is pleased to announce that all the Resolutions as set out in the Notice dated 17 February 2023 were duly passed by the Independent Shareholders by way of poll at the EGM.

References are made to the announcement of COFCO Joycome Foods Limited (the “**Company**”) dated 11 January 2023, the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 17 February 2023 issued by the Company in respect of, inter alia, (i) the connected transaction in relation to the subscription of Shares under Specific Mandate; and (ii) the application for Whitewash Waiver. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 MARCH 2023

The Board is pleased to announce the poll results in respect of the EGM held at 10:30 a.m. on 10 March 2023 at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong. All the proposed ordinary resolution and special resolution (the “**Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM. The EGM was convened by the Board, and chaired and presided over by Mr. Fu Tingmei, an independent non-executive Director. Mr. Jiang Guojin, being the chairman, executive Director and general manager, Mr. Ma Dewei and Dr. Zhao Wei, being the non-executive Directors, and Mr. Fu Tingmei, Mr. Li Michael Hankin and Dr. Ju Jiandong, being the independent non-executive directors, attended the EGM.

As at the date of the EGM, the issued share capital of the Company was 3,901,998,323 Shares. As disclosed in the Circular, the Subscriber and its wholly-owned subsidiary, Mainfield International Limited, which altogether hold 1,166,681,782 Shares of the Company, representing approximately 29.90% of the issued share capital of the Company as at the date of the EGM, are required to and had abstained from voting on the Resolutions. Save for disclosed above, there was no Shareholder who was required to abstain from voting on the Resolutions, or required to abstain from voting in favor of the Resolutions. Accordingly, there were in aggregate 2,735,316,541 Shares entitling the holders of which to attend and vote for or against the Resolutions at the EGM.

No Shareholder had stated his/her/its intention in the Circular to vote against the Resolutions at the EGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM. The number of Shares represented by votes for and against the Resolutions at the EGM was as follows:

Ordinary Resolution (Note 1)		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
1.	“THAT		
	(a) the share subscription agreement (the “Share Subscription Agreement”) dated 11 January 2023 and entered into between the Company and COFCO (Hong Kong) Limited (the “Subscriber”) in relation to the Share Subscription and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;	564,787,239 (98.16%)	10,597,110 (1.84%)
	(b) all the transactions contemplated under the Share Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Share Subscription Agreement (the “Specific Mandate”), be and are hereby approved and the Board be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Share Subscription Agreement; and		
	(c) the Board be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Share Subscription Agreement and the transactions contemplated thereunder, including to the Specific Mandate, and the allotment and issue of the Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”		
As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as an ordinary resolution of the Company.			

Special Resolution (Note 1)		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
2.	“THAT		
	subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “ Whitewash Waiver ”) of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”	566,249,117 (98.09%)	11,013,643 (1.91%)
	As more than 75% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as a special resolution of the Company.		

Notes:

1. Please refer to the Circular and the Notice for the full version of the Resolutions.
2. Calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the EGM.
3. The percentage figures included in the poll results at the EGM above are subject to rounding adjustments.

GRANT OF THE WHITEWASH WAIVER

The Executive has, on 7 March 2023, granted the Whitewash Waiver, subject to (i) 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; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the Announcement and the Completion. The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement. Further announcement(s) will be made by the Company upon Completion.

EFFECTS OF THE SHARE SUBSCRIPTION ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately after Completion, assuming that there is no other change to the share capital and shareholding structure of the Company from the date of the EGM up to the Completion Date, are set out below:

	As at the date of the EGM		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Non-public Shareholders				
The Subscriber	88,304,000	2.26%	768,304,000	16.77%
Mainfield International Limited (<i>Note 1</i>)	1,078,377,782	27.64%	1,078,377,782	23.54%
The Subscriber and parties acting in concert with it	1,166,681,782	29.90%	1,846,681,782	40.30%
Public Shareholders				
Public shareholders (<i>Notes 2 and 3</i>)	2,735,316,541	70.10%	2,735,316,541	59.70%
Total	3,901,998,323	100%	4,581,998,323	100%

Notes:

- (1) Mainfield International Limited is a wholly-owned subsidiary of the Subscriber.
- (2) Such Shares include 15,250,826 Shares held by Tricor Trust (Hong Kong) Limited (formerly known as Acheson Limited), the independent trustee of the Share Incentive Scheme for the purposes of satisfying the options granted under the Share Incentive Scheme. Shares held by Tricor Trust (Hong Kong) Limited for the purposes of the Share Incentive Scheme were contributed by the then Shareholders and the Share Incentive Scheme does not involve the grant of option to subscribe for new Shares. As at the date of this announcement, none of the options under the Share Incentive Scheme are granted to any Directors.
- (3) Such Shares include certain Shares held by exempt principal traders or exempt fund managers (each for the purposes of the Takeovers Code) within the CITIC Securities (Hong Kong) Limited group.
- (4) The percentage figures as set out above are subject to rounding adjustments and may not add up to 100%.

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

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers 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, 10 March 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 statements in this announcement misleading.