

Financial Statements and Related Announcement::Third Quarter Results

Issuer & Securities

Issuer/ Manager	UNITED FOOD HOLDINGS LIMITED
Securities	UNITED FOOD HOLDINGS LIMITED - BMG9232V2045 - AZR
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Announcement Details

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For Financial Period Ended	30/09/2018
Attachments	📎 United Food - 3Q2018 Results.pdf Total size =244K

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UNITED FOOD HOLDINGS LIMITED

Third Quarter Financial Statements for the Nine Months Ended 30 September 2018

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

The figures presented below have not been audited.

1(a) An income statement and a statement of comprehensive income, for the group together with a comparative statement for the corresponding period of the immediately preceding financial year

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2018

	Note	Group					
		3 months ended			9 months ended		
		30/9/2018 RMB'000	30/9/2017 RMB'000	Change %	30/9/2018 RMB'000	30/9/2017 RMB'000	Change %
CONTINUING OPERATIONS							
Revenue	(A)	19,290	24,740	(22.0)	41,084	24,740	66.1
Cost of sales		(17,686)	(24,163)	(26.8)	(37,766)	(24,163)	56.3
Gross profit / (loss)	(B)	1,604	577	178.0	3,318	577	475.0
Other income	(C)	83,375	-	N/M	83,564	-	N/M
Gain on disposal of subsidiary	(D)	-	-	N/M	27,179	-	N/M
Selling and distribution costs		(2)	-	N/M	(2)	-	N/M
Administrative expenses	(E)	(1,850)	(1,171)	58.0	(4,207)	(2,318)	81.5
Finance expenses		(93)	-	N/M	(93)	-	N/M
Profit/(loss) before tax from continuing operations		83,034	(594)	N/M	109,759	(1,741)	N/M
Income tax expenses		(44)	(76)	(42.1)	(44)	(76)	(42.1)
Profit/(loss) for the period from continuing operations		82,990	(670)	N/M	109,715	(1,817)	N/M
DISCONTINUED OPERATION							
Loss for the period from a discontinued operation		-	(10,558)	N/M	(17,100)	(35,051)	(51.2)
Profit/(loss) for the period		82,990	(11,228)	N/M	92,615	(36,868)	N/M
Attributable to :							
Owners of the Company		82,766	(11,278)	N/M	92,129	(36,918)	N/M
Non-controlling interest		224	50	348.0	486	50	872.0
PROFIT/ (LOSS) PER SHARE							
- Basic		0.52	(0.08)		0.58	(0.28)	
- Diluted		N/A	N/A		N/A	N/A	

Note: For Notes (A) – (E), please refer to Item 8.

Note: N/A - Not applicable

N/M – Not meaningful

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2018**

	Group						
	3 months ended			Change %	9 months ended		
	30/9/2018 RMB'000	30/9/2017 RMB'000	30/9/2018 RMB'000		30/9/2017 RMB'000	Change %	
Profit/(loss) for the period	82,990	(11,228)	N/M	92,615	(36,868)	N/M	
Other comprehensive income/(loss)							
Exchange differences on translation of financial statements of foreign operation	170	125	36.0	97	146	(33.6)	
Total comprehensive profit/(loss) for the period	<u>83,160</u>	<u>(11,103)</u>	N/M	<u>92,712</u>	<u>(36,722)</u>	N/M	
Attributable to :							
Owners of the Company	<u>83,255</u>	<u>(11,156)</u>	N/M	<u>92,621</u>	<u>(36,775)</u>	N/M	
Non-controlling interest	<u>(95)</u>	<u>53</u>	N/M	<u>91</u>	<u>53</u>	71.7	
The Group's loss before tax is arrived at after charging:							
	Group						
	3 months ended			Change %	9 months ended		
	30/9/2018 RMB'000	30/9/2017 RMB'000	30/9/2018 RMB'000		30/9/2017 RMB'000	Change %	
Depreciation	-	3,864	N/M	4,802	11,592	(58.6)	
Amortisation of land use rights	-	1,930	N/M	2,377	5,790	(58.9)	

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

**CONSOLIDATED AND COMPANY STATEMENTS OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2018**

	Note	Group		Company	
		30/9/2018 RMB'000	31/12/2017 RMB'000	30/9/2018 RMB'000	31/12/2017 RMB'000
ASSETS					
Non-current assets					
Investment in subsidiary		-	-	9	9
Property, plant and equipment	(F)	25,399	3	-	-
Land use rights	(F)	21,678	-	-	-
Intangible asset	(F)	234,907	-	-	-
Goodwill	(G)	12,742	12,742	-	-
Other non-current assets		106	-	-	-
		294,832	12,745	9	9
Current assets					
Inventories		1,590	-	-	-
Trade receivables	(H)	44,393	11,695	-	-
Other receivables	(I)	59,488	60,107	15,112	106
Amount due from subsidiaries		-	-	102,368	43,630
Cash and cash equivalents		107,719	62,973	225	1,006
		213,190	134,775	117,705	44,742
Disposal group classified as held for sale		-	77,850	-	-
		213,190	212,625	117,705	44,742
Total assets		508,022	225,370	117,714	44,751
EQUITY AND LIABILITIES					
Capital and Reserves					
Issued capital		15,975	15,975	15,975	15,975
Reserves		261,744	169,123	87,399	14,106
Equity attributable to owners of the company		277,719	185,098	103,374	30,081
Non-controlling interest	(J)	52,203	1,278	-	-
		329,922	186,376	103,374	30,081
LIABILITIES					
Current liabilities					
Trade and other payables	(K)	80,790	25,147	87	1,131
Amounts due to subsidiaries		-	-	14,253	13,539
Amount due to a shareholder	(L)	1,992	321	-	-
Current tax payable		318	598	-	-
		83,100	26,066	14,340	14,670
Disposal group classified as held for sale		-	12,928	-	-
		83,100	38,994	14,340	14,670
Non-current liabilities					
Bank loan		10,000	-	-	-
Convertible liability	(M)	85,000	-	-	-
		95,000	-	-	-
Total equity and liabilities		508,022	225,370	117,714	44,751

Note: For Notes (F) to (M), please refer to Item 8.

1(b)(ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

As at 30/9/2018		As at 31/12/2017	
Secured	Unsecured	Secured	Unsecured
RMB'000	RMB'000	RMB'000	RMB'000
N/A	1,992	N/A	321

Amount repayable after one year

As at 30/9/2018		As at 31/12/2017	
Secured	Unsecured	Secured	Unsecured
RMB'000	RMB'000	RMB'000	RMB'000
N/A	95,000	N/A	N/A

Details of any collateral

N/A

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2018**

	RMB'000	RMB'000	RMB'000	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit/(loss) before tax				
From continuing operations	(300)	(670)	(754)	(1,817)
From a discontinued operation	-	(10,558)	(17,100)	(35,051)
From gain on disposal of subsidiary	-	-	27,179	-
Other income from acquisition of subsidiary	83,334	-	83,334	-
Adjustments for:				
Amortisation of land use rights	-	1,930	2,377	5,790
Depreciation of property, plant and equipment	-	3,864	4,803	11,592
Gain on disposal of subsidiary	-	-	(27,179)	-
Other income from acquisition of subsidiary	(83,334)	-	(83,334)	-
Bank interest income	(63)	(19)	(252)	(60)
Cash flow used in operating activities before working capital changes	(363)	(5,453)	(10,926)	(19,546)
Change in inventories	(11)	(451)	6,899	2,470
Change in trade and other receivables	(5,442)	(24,985)	(22,115)	(24,834)
Change in trade and other payables	5,014	(16,139)	24,326	(8,738)
Cash used in operations	(802)	(47,028)	(1,816)	(50,648)
Interest received	63	19	252	60
Net cash generated from / (used in) operating activities	(739)	(47,009)	(1,564)	(50,588)
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash received for disposal of a subsidiary	-	1,101	40,000	1,101
Cash used for disposal of subsidiary	-	(1,000)	(53)	(1,000)
Cash received for acquisition of a subsidiary	231	-	231	-
Cash used for fixed asset	(71)	-	(71)	-
Net cash used in investing activities	160	101	40,107	101
CASH FLOW FROM FINANCING ACTIVITIES				
Advance from a shareholder	910	47	1,671	47
Repayment of advance to a shareholder	-	(952)	-	(2,016)
Proceeds from issue of new shares	-	49,447	-	53,479
Share issue expenses	-	(211)	-	(385)
Net cash generated from financing activities	910	48,331	1,671	51,125
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS				
	331	1,423	40,214	638
Exchange differences	170	125	97	146
Cash and cash equivalents at the beginning of period	107,218	23,528	67,408	24,292
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD				
	107,719	25,076	107,719	25,076

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Group	Issued capital	Share premium	Contributed surplus	Accumulated losses	Exchange translation reserve	Statutory reserves	Capital redemption reserve	Non-controlling interest	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2018	15,975	48,729	397,141	(298,067)	(1,093)	19,431	2,982	1,278	186,376
Transactions with the owners recognised directly in equity									
Issue of new shares	-	-	-	-	-	-	-	-	-
Acquisitions of subsidiaries	-	-	-	-	-	-	-	50,834	50,834
Total transactions with the owners recognised directly in equity	-	-	-	-	-	-	-	50,834	50,834
Total comprehensive income for the period									
Profit/(loss) for the period	-	-	-	92,129	-	-	-	486	92,615
Exchange differences on translation of financial statements of foreign operation	-	-	-	-	492	-	-	(395)	97
Total comprehensive profit/(loss) for the period	-	-	-	92,129	492	-	-	91	92,712
Balance at 30 September 2018	15,975	48,729	397,141	(205,938)	(601)	19,431	2,982	52,203	329,922
Group									
	Issued capital	Share premium	Contributed surplus	Accumulated losses	Exchange translation reserve	Statutory reserves	Capital redemption reserve	Non-controlling interest	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2017	11,779	-	397,141	(229,263)	183	19,431	2,982	-	202,253
Transactions with the owners recognised directly in equity									
Issue of new shares	4,196	48,898	-	-	-	-	-	-	53,094
Acquisitions of subsidiaries	-	-	-	-	-	-	-	882	882
Total transactions with the owners recognised directly in equity	4,196	48,898	-	-	-	-	-	882	53,976
Total comprehensive income for the period									
Loss for the period	-	-	-	(36,918)	-	-	-	50	(36,868)
Exchange differences on translation of financial statements of foreign operation	-	-	-	-	143	-	-	3	146
Total comprehensive loss for the period	-	-	-	(36,918)	143	-	-	53	(36,722)
Balance at 30 September 2017	15,975	48,898	397,141	(266,181)	326	19,431	2,982	935	219,507

Company								
	Issued capital	Share premium	Contributed surplus	Accumulated losses	Exchange translation reserve	Capital redemption reserve	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2018	15,975	48,729	397,141	(431,879)	(2,867)	2,982	30,081	
Transactions with the owners recognised directly in equity								
Issue of new shares	-	-	-	-	-	-	-	-
Acquisitions of subsidiaries	-	-	-	-	-	-	-	-
Total transactions with the owners recognised directly in equity	-	-	-	-	-	-	-	-
Total comprehensive income for the period								
Profit for the period	-	-	-	71,877	-	-	71,877	
Exchange differences on translation of financial statements of foreign operation	-	-	-	-	1,416	-	1,416	
Total comprehensive loss for the period	-	-	-	71,877	1,416	-	73,293	
Balance at 30 September 2018	15,975	48,729	397,141	(360,002)	(1,451)	2,982	103,374	
Company								
	Issued capital	Share premium	Contributed surplus	Accumulated losses	Exchange translation reserve	Capital redemption reserve	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2017	11,779	-	397,141	(427,148)	(1,408)	2,982	(16,654)	
Transactions with the owners recognised directly in equity								
Issue of new shares	4,196	48,898	-	-	-	-	53,094	
Acquisitions of subsidiaries	-	-	-	-	-	-	-	
Total transactions with the owners recognised directly in equity	4,196	48,898	-	-	-	-	53,094	
Total comprehensive income for the period								
Loss for the period	-	-	-	(2,058)	-	-	(2,058)	
Exchange differences on translation of financial statements of foreign operation	-	-	-	-	(804)	-	(804)	
Total comprehensive loss for the period	-	-	-	(2,058)	(804)	-	(2,862)	
Balance at 30 September 2017	15,975	48,898	397,141	(429,206)	(2,212)	2,982	33,578	

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no treasury shares and subsidiary holdings. The Company did not have any shares that issued on conversion of any outstanding convertibles as at 30 September 2018 and 31 December 2017.

The acquisition of Hebei XingrunShengwuKejiGufen Co., Ltd. (“HBXR”), Chengde PurunShengwuZhiyao Co., Ltd. (“CDPR”) and Benchmark Trade Limited (“Benchmark”) (the “Acquisition”) was approved by the shareholders at the Special General Meeting (“SGM”) held on 20 July 2018, and completed in September 2018. The balance purchase price of RMB85,000,000 payable to Vendors will be issued three tranches of convertible bonds subject to the aggregate net profit after tax of the companies shall not less than RMB25,000,000 for each of FY2018, FY2019, and FY2020 (collectively). Assuming a full conversion of the principal amount of RMB85,000,000 in bonds to be issued, the 38,576,307 Conversion Shares will be issued on the first day of FY2021.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	(par value of HK\$0.10 each)	(par value of HK\$0.10 each)
	2018	2017
Issued and fully paid:		
As at 1 January	157,901,384	110,080,868
Issuance of new shares during the nine months period	-	47,820,516
As at 30 September	<u>157,901,384</u>	<u>157,901,384</u>

The Company did not hold any treasury shares as at 30 September 2018 and 31 December 2017.

The Acquisition was approved by the shareholders at the SGM held on 20 July 2018, and completed in September 2018. The balance purchase price of RMB85,000,000 payable to Vendors will be issued in three tranches of convertible bonds subject to the aggregate net profit after tax of the companies shall not less than RMB25,000,000 for each of FY2018, FY2019, and FY2020 (collectively). Assuming a full conversion of the principal amount of RMB85,000,000 in bonds to be issued, the 38,576,307 Conversion Shares will be issued on the first day of FY2021.

1(d)(iv) A statement showing all sales, transfer, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

N/A

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

N/A

2. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard)

The figures have not been audited nor reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter)

N/A

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

The Group has applied the same accounting policies and methods of computation in the preparation of the consolidated financial statements for the current reporting period compared with the audited financial statements as at 31 December 2017.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

The adoption of the new or revised IFRS that are mandatory for financial year beginning on or after 1 January 2018, and such adoption has no significant impact on the Group's consolidated financial statements.

6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

	Group			
	3 months ended		9 months ended	
	30/9/2018	30/9/2017	30/9/2018	30/9/2017
	RMB	RMB	RMB	RMB
PROFIT/(LOSS) PER ORDINARY SHARE				
(i) Based on weighted average number of ordinary shares in issue				
- For profit (loss) for the period	0.52	(0.08)	0.58	(0.28)
- For profit (loss) from continuing operations for the period	0.52	(0.00)	0.69	(0.01)
(ii) On a fully diluted basis	N/A	N/A	N/A	N/A

- (i) Profit/(loss) per ordinary share on the existing issued share capital is computed based on the weighted average number of shares in issue during three and nine months ended 30 September 2018 of 157,901,384 shares (three and nine months ended 30 September 2017 of 143,035,839 and 131,751,110 shares).
- (ii) There were no potential dilutive ordinary shares in existence for the three and nine months ended 30 September 2018 and 30 September 2017, respectively and accordingly, no diluted loss per share has been presented.
- (iii) The Acquisition was approved by the shareholders at the SGM held on 20 July 2018, and completed in September 2018. The balance purchase price of RMB85,000,000 payable to Vendors will be issued in three tranches of

convertible bonds subject to the aggregate net profit after tax of the companies shall not less than RMB25,000,000 for each of FY2018, FY2019, and FY2020 (collectively). Assuming a full conversion of the principal amount of RMB85,000,000 in bonds to be issued, the 38,576,307 Conversion Shares will be issued on the first day of FY2021.

7. Net asset value (for the issuer and group) per ordinary share based on the total number issued share excluding treasury shares of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year

	Group		Company	
	30/9/2018	31/12/2017	30/9/2018	31/12/2017
	RMB	RMB	RMB	RMB
NET ASSETS VALUE PER ORDINARY SHARE				
Net asset backing per ordinary share based on existing issued share capital as at the end of the period report on	1.76	1.18	0.65	0.19

The net asset value for the Group and the Company per ordinary share were calculated based on 157,901,384 shares and 157,901,384 shares in issue as at 30 September 2018 and 31 December 2017 respectively.

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group’s business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Performance Review

(A) Revenue from continuing operations

The Group recorded revenue of RMB19.3 million in the third quarter ended 30 September 2018 (“3Q2018”) compared to RMB24.7 million in 3Q2017, representing a decrease of 22.0%. The revenue of RMB19.3 million was mainly from the Group’s Trading Segment.

Revenue from discontinued operations

The Group’s investments in Post-Ante Trading Limited, Globe Bright Limited, Linyi Shengquan Grease Co., Ltd (“SQ Grease”) and Linyi Jiang Tian Trading Limited related to the soybean processing, feed production and pig rearing operating segments are classified as assets held for sale at 31 December 2017 as the Group has received approval at the Special General Meeting (“SGM”) on 29 March 2018 to dispose of the operations. The disposal was completed on 10 May 2018.

(B) Gross profit/(loss) margin

The Group recorded a gross profit margin of 8.3% for the continuing operations in 3Q2018 compared to 2.3% in Q32017 which was mainly contributed by the trading segment.

(C) Other income

Other income of RMB83.3 million was derived from the Acquisition which was approved by the shareholders at the SGM held on 20 July 2018, and completed in September 2018.

(D) Gain on disposal of subsidiary

Gain on disposal of subsidiary resulted from the disposal of Post-Ante Trading Limited, Globe Bright Limited, SQ Grease and Linyi Jiang Tian Trading Limited related to the soybean processing, feed production and pig rearing operating segments, which are classified as assets held for sale at 31 December 2017 as the Group has received approval at the SGM on 29 March 2018 to dispose of the operations. The disposal was completed on 10 May 2018.

(E) Administrative expenses

Administrative expenses increased by 58.0% in 3Q2018 compared to 3Q2017, mainly due to the increase in professional services fee incurred in 3Q2018.

(F) PPE, land use rights, intangible assets

PPE, land use rights and intangible assets were generated from the Acquisition which was approved by the shareholders at the SGM held on 20 July 2018 and completed in September 2018.

(G) Goodwill

Goodwill resulted from the acquisition of Really Time Trading Limited, which was completed in August 2017.

(H) Trade receivables

Trade receivables were mainly the receivables from Really Time Trading Limited.

(I) Other receivables

Other receivables include deposits paid to the vendors of one potential acquisition projects amounting to RMB35 million, which will become part of the consideration after the completion of the acquisitions and/or refundable after the cancellation of the acquisitions. The potential acquisition projects have business operations which are similar in scope to the Group. The proceeds from disposal of SQ Grease of RMB15 million is also expected to be received in 4Q2018.

(J) Non-controlling interest.

Non-controlling interest is the Minority shareholder interest from Really Time Trading Limited, HBXR, CDPR and Benchmark.

(K) Trade and other payables

The increase in trade and other payables were mainly due to the increase in trade payables from Really Time Trading Limited compared to 4Q2017.

(L) Amount due to a shareholder

Amount due to a shareholders are denominated in Hong Kong dollars, unsecured, non-interest bearing and repayable on demand.

(M) Convertible liability

Convertible liability arose from the Acquisition. This is the convertible bond contingent on the profit guarantee of the vendors.

(N) Cash flow statement

Net cash flow of RMB0.3 million was generated in 3Q2018.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

The announcement is in line with the profit guidance announcement of 9 November 2018.

10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

The Acquisition was approved by the shareholders at the SGM held on 20 July 2018 and completed in September 2018. The Acquisition financial performance will be consolidated into the Group from 4Q2018.

The Group will continue to improve shareholders' value for the Group for the financial year ending 31 December 2018 and beyond. Following the completion of the Acquisition, in relation to the Group's production and sale of animal feed through CDPR, the Group can leverage on the Acquisition companies' research and technical expertise to create mutually beneficial synergies which include: (i) sharing of management, research and development capabilities, and (ii) providing a wider range of product offerings to customers and sharing of regional marketing and sales networks.

Moving forward, the Group believes that the future pursuit of the Company would mainly aim at sustainable developments within the food industry, and to also achieve continuous ethical issues in maximizing on (i) transparency, (ii) fairness, (iii) humanitarian, (iv) socially responsibility and (v) food safety and quality assurance.

11. Dividend

a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No

(c) Date Payable

N/A

(d) Books Closure Date

N/A

12. If no dividend has been declared/recommendeded, a statement to that effect

No dividend has been declared.

13. Confirmation that the issue has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Board of Directors of United Food Holdings Limited hereby confirms that the undertakings from all its Directors and Executive Officers as required in the format as set out under Rule 720(1) of the Listing Manual were procured.

- 14. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained a statement to that effect.**

The Company does not have an IPT Mandate.

- 15. Confirmation by Directors pursuant to Clause 705(5) of the Listing Manual of the SGX-ST**

On behalf of the Board of Directors of the Company, we, Song Yanan and Wu Xiaoran, being Directors of the Company, hereby confirm that to the best of our knowledge, nothing has come to the attention of the Board of Directors of United Food Holdings Limited which may render the unaudited financial statements for the nine months ended 30 September 2018 to be false or misleading in any material aspect.

**BY ORDER OF THE BOARD
UNITED FOOD HOLDINGS LIMITED**

**Wu Xiaoran
Director
14 November 2018**