

Asset Acquisitions and Disposals::PROPOSED ACQUISITION OF 80% SHAREHOLDING INTERESTS IN THE TARGET COMPANIES AS A MAJOR TRANSACTION

Issuer & Securities

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

Announcement Title	Asset Acquisitions and Disposals
Date & Time of Broadcast	01-Oct-2018 18:26:22
Status	New
Announcement Sub Title	PROPOSED ACQUISITION OF 80% SHAREHOLDING INTERESTS IN THE TARGET COMPANIES AS A MAJOR TRANSACTION
Announcement Reference	SG181001OTHRUFRX
Submitted By (Co./ Ind. Name)	Song Yanan
Designation	Non-Executive Chairman
Description (Please provide a detailed description of the event in the box below)	<p>PROPOSED ACQUISITION OF 80% SHAREHOLDING INTERESTS IN THE TARGET COMPANIES AS A MAJOR TRANSACTION</p> <p>OCTOBER 2018 SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT DATED 5 OCTOBER 2017</p> <p>Please see attached.</p>
Attachments	<p>@United Food - Proposed Acquisition_Oct 2018 Supplemental Agreement to the SPA dated 5 Oct 2017.pdf</p> <p>Total size =57K</p>

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UNITED FOOD HOLDINGS LIMITED
(Incorporated in Bermuda as an exempted company limited by shares)
(Company Registration No. 28925)

**PROPOSED ACQUISITION OF 80% SHAREHOLDING INTERESTS IN THE TARGET COMPANIES
AS A MAJOR TRANSACTION**

**OCTOBER 2018 SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT
DATED 5 OCTOBER 2017**

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the announcement made by United Food Holdings Limited (the "Company") on 5 October 2017, 25 May 2018, 26 June 2018, 5 July 2018 and 20 July 2018 relating to the Proposed Acquisition.

1. INTRODUCTION

The Board of Directors of the Company wishes to inform the Shareholders of the Company that the Purchasers and the Vendors have mutually agreed in writing to vary and amend the terms of the sale and purchase agreement dated 5 October 2017, as amended and supplemented by the supplemental agreement entered into by the parties on 26 June 2018 (the "**SPA**"), by way of a supplemental agreement to the SPA entered into between the parties on 1 October 2018 (the "**October 2018 Supplemental Agreement**"). The key amendments pursuant to the October 2018 Supplemental Agreement are as follows:

- (a) Each of the First Bond Subscription Date, Second Bond Subscription Date, and Third Bond Subscription Date to be the date falling not more than 120 days from the financial year end of FY2019, FY2020, and FY2021 respectively;
- (b) The Vendors to jointly and severally represent, warrant and undertake to the Purchaser and the Company that the Adjusted Net Profit for each of FY2019, FY2020 and FY2021 will not be less than RMB25,000,000; and
- (c) The Longstop Date to be extended to such date falling one hundred and twenty days from the date of the passing at a duly convened special general meeting of the Company of such resolutions as may be necessary to approve, implement and effect of the purchase of the Sale Shares and the allotment and issuance of the Conversion Shares, or such other date as the parties may mutually agree in writing.

The October 2018 Supplemental Agreement shall take effect on 18 September 2018. Save as disclosed above, all the other terms and conditions of the SPA remain unchanged.

The Company will continue to keep its Shareholders updated on any material developments in relation to the Proposed Acquisition.

2. TRADING CAUTION

Shareholders are advised to exercise caution in trading their shares. The Proposed Acquisition is subject to certain conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Song Yanan
Non-Executive Chairman
Date: 1 October 2018