



**SUNMOON FOOD COMPANY LIMITED**

(Incorporated in the Republic of Singapore on 29 September 1983)

Registration No. 198304656K

(the "**Company**")

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**PROPOSED CONSOLIDATION OF EVERY ONE HUNDRED (100) SHARES AS AT THE BOOK CLOSURE DATE TO BE DETERMINED, INTO ONE (1) CONSOLIDATED SHARE**

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*Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Circular (defined below).*

**1. INTRODUCTION**

The Board of Directors refers to (a) the announcements made by the Company dated 5 March 2014, 3 April 2014 and 25 April 2014 (the "**Share Consolidation Announcements**"); and (ii) the circular to the Shareholders dated 9 April 2014 (the "**Circular**") in relation to the Proposed Share Consolidation of every one hundred (100) Shares into one (1) Consolidated Share as at the Books Closure Date (the "**Share Consolidation**").

**2. NOTICE OF BOOKS CLOSURE DATE**

**NOTICE IS HEREBY GIVEN** that the Register of Members and the transfer books of the Company will be closed at 5.00 p.m. on 3 July 2014 (the "**Books Closure Date**") for the purposes of determining the entitlements of the Shareholders to the Consolidated Shares pursuant to the Share Consolidation.

On the Books Closure Date, every one hundred (100) Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.

The Shares will begin trading in board lots of 1,000 Consolidated Shares at 9.00 a.m. on 1 July 2014 (the "**Effective Trading Date**"), on the Main Board of the SGX-ST. Accordingly, every one hundred (100) Shares as at 5.00 p.m. on 30 June 2014 (the Market Day immediately preceding the Effective Trading Date) will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on 30 June 2014 (the market day immediately preceding the Effective Trading Date).

The Share Consolidation shall be effective from 9.00 a.m. on 4 July 2014 (the Market Day immediately following the Books Closure Date) (the "**Share Consolidation Effective Date**"), whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by the Shareholders based on their shareholdings in the Company as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Share Consolidation, based on their holdings of the Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Each Consolidated Share shall rank *pari passu* in all respects with each other, and will be traded in board lots of one thousand (1,000) Consolidated Shares.

### **3. SHARE CERTIFICATES**

#### **3.1 Deposit of Share Certificates with CDP**

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares (after the Share Consolidation) credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will only accept deposit of New Share Certificates.

Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver such Old Share Certificates to the Share Registrar, B.A.C.S. Pte Ltd, at 63 Cantonment Road, Singapore 089758, for cancellation and issue of the New Share Certificates in replacement thereof as described below. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the date of receipt of their Old Share Certificates. Upon receipt of the New Share Certificates, Shareholders may then proceed to deposit these New Share Certificates with CDP.

#### **3.2 Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will arrange with CDP to facilitate the issue of New Share Certificates pursuant to the Share Consolidation.

Shareholders who have not deposited their Old Share Certificates at least twelve (12) Market Days prior to the Books Closure Date or who do not wish to deposit their Old Share Certificates with CDP are advised to deliver all their Old Share Certificates to the Share Registrar, B.A.C.S. Pte Ltd, at 63 Cantonment Road, Singapore 089758, as soon as possible after they have been notified of the Books Closure Date and preferably, not later than five (5) Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar for the receipt of the Old Share Certificates tendered. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders are to deliver their respective Old Share Certificates to the Share Registrar or CDP in accordance with the provisions set out herein only after this announcement of the Books Closure Date by the Company.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have been delivered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar, B.A.C.S Pte Ltd, at 63 Cantonment Road, Singapore 089758, if they have lost any of their Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members.

### **3.3 Share Certificates Not Valid for Settlement of Trades on SGX-ST**

Shareholders are reminded that their Old Share Certificates will not be valid for settlement of trading in the Shares on the SGX-ST, as the Company is under a book-entry (scripless) settlement system. After the date on which the Share Consolidation becomes effective, the Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

## **4. TRADING ARRANGEMENTS FOR ODD LOTS OF CONSOLIDATED SHARES**

All fractional entitlements arising upon the implementation of the Share Consolidation will be aggregated and dealt with in such manner as the Board may, in its absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

The Shares are currently traded in board lots of one thousand (1,000) Shares in the ready market. Following the Share Consolidation, the Securities Accounts of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of one thousand (1,000) Consolidated Shares). The market for trading of such odd lots of Consolidated

Shares may be illiquid. Shareholders (being Depositors) who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the Unit Share Market which, following the Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share.

**5. EXPECTED TIMETABLE OF KEY EVENTS**

The table below sets out the indicative timetable for the Share Consolidation:

<b>Time and Date</b>	<b>Event</b>
16 June 2014 (Monday)	Announcement of Notice of Books Closure Date for the Share Consolidation
5.00 p.m. on 30 June 2014 (Monday)	Last date and time for trading of Shares on pre-consolidated basis
9.00 a.m. on 1 July 2014 (Tuesday)	Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)
5.00 p.m. on 3 July 2014 (Thursday)	Books Closure Date for the Share Consolidation
9.00 a.m. on 4 July 2014 (Friday)	Share Consolidation Effective Date (Share Consolidation becomes effective)

**6. CONTACT INFORMATION**

The address of the Share Registrar, B.A.C.S. Private Limited, is as follows:

63 Cantonment Road  
Singapore 089758

The address of the CDP is as follows:

9 North Buona Vista Drive  
#01-19/20, The Metropolis  
Singapore 138588

**BY ORDER OF THE BOARD**

Mr Gary Loh Hock Chuan  
Executive Chairman  
16 June 2014