



## SUNMOON FOOD COMPANY LIMITED

Registration No. 198304656K  
(the "Company")

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1. **PROPOSED ACQUISITION OF ORDINARY SHARES REPRESENTING 12% OF THE TOTAL ISSUED SHARE CAPITAL OF HARVEST SEASON SINGAPORE PTE. LTD.**
  2. **SOME INFORMATION ON SLS ATELIER PTE LTD AND GLOH FRESH PTE LTD**
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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the announcements issued by the Company dated 10 February 2016 (the "**Launch Announcement**") and 19 February 2016 ("**Update Announcement**") relating to the proposed acquisition of ordinary shares representing 12% of the total issued share capital of Harvest Season Singapore Pte Ltd.*

1. **PROPOSED ACQUISITION OF ORDINARY SHARES REPRESENTING 12% OF THE TOTAL ISSUED SHARE CAPITAL OF HARVEST SEASON SINGAPORE PTE. LTD.**

The Board refers to the Update Announcement and wishes to update that a meeting was convened on 29 February 2016 to deliberate on the Proposed Acquisition having regard to all relevant circumstances including the information as set out in items (a) and (b) of the Update Announcement.

For the avoidance of doubt, Mr Gary Loh was absent in the deliberation of the said Board meeting. In that meeting (with Mr Gary Loh being absent), the Board confirmed that the Company will proceed with the Proposed Acquisition and the rationale for the Proposed Acquisition is as stated in the Launch Announcement.

2. **SOME INFORMATION ON SLS ATELIER PTE LTD AND GLOH FRESH PTE LTD**

By way of background, the Board wishes to provide some information on SLS Atelier Pte Ltd ("**SLS Atelier**") and GLOH Fresh Pte Ltd ("**GLOH Fresh**").

SLS Atelier is a media company owned by First Alverstone Partners Pte Ltd ("**FAPL**") whose shareholders are Mr Gary Loh and Ms Selena Cheng (Mr Gary Loh's wife). SLS Atelier has developed a Cartoon Series titled "SazzyPets" ("**SazzyPets**") TV animation series. On 15 May 2014, SunMoon Retail & Franchise Pte Ltd, a wholly-owned subsidiary of the Company entered into a licensee agreement with SLS Atelier to give the Company and its subsidiaries (the "**Group**") the right to use SazzyPets on the Group's Fruit Cups, Fruit Crisps and Fruit Juices. The duration of the agreement is for 3 years with an option to renew for another 3 years. The Group pays SLS Atelier a licensing fee of S\$2,000 per month.

GLOH Fresh, a company also owned by FAPL, is a regional online e-commerce platform company of fresh produce. On 15th May 2014, SunMoon Distribution and Trading Company Pte Ltd ("**SMDT**"), a wholly-owned subsidiary of the Company, granted GLOH Fresh a master global licence ("**Licence Agreement**") to *inter alia*:

- (i) have commercial operation of the online e-commerce under the name of "SunMoonDirect" and the licensing rights of which, started with immediate effect, in Singapore, Indonesia and Korea. Under the Licence Agreement, any sub-licence agreement for any other country will still be subjected to SMDT's consultation;
- (ii) the rights to GLOH Fresh to manage the Group's vending machine operations on a global basis and any granting of sub-licence would be subjected to SMDT's consultation;

- (iii) the rights to GLOH Fresh to use *SunMoon Fresh* name for its retail and kiosk outlets in Singapore subject to SMDT franchise guidelines; and
- (iv) work with GLOH Fresh to expand the Group's wholesale operation in Singapore.

Under the Licence Agreement, GLOH Fresh provided the Company the first right of refusal for joint ventures with GLOH Fresh for future collaborations. Further, under the Licence Agreement, the Company will also provide support to GLOH Fresh with Design, Corporation Services and Equipment leases as expected from a brand owner. The duration of the Licence Agreement is for 3 years with an option to renew for another 3 years. GLOH Fresh pays SMDT a licensing fee of S\$2,000 per month.

## **CONCLUSION**

The Company will keep the Shareholders informed of further developments and will make further announcements as and when appropriate.

## **BY ORDER OF THE BOARD**

Ms. Chia Lay Beng  
Company Secretary

29 February 2016