



DELIVERING
NATURE'S
GOODNESS

SUMMARY FINANCIAL REPORT 2015



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CORPORATE PROFILE



SunMoon Food Company Limited is a consumer-focused distributor and marketer of branded high-quality fruits, vegetables and products. SunMoon works collaboratively with a global network of suppliers to develop innovative, natural, sustainable and nutritious food products for increasingly health-conscious consumers. With its strong brand equity, SunMoon is well-positioned to meet increasing global demand for premium grade agricultural produce and fuel growth in existing and new markets.

SunMoon is an international player in the fresh fruit industry, with extensive sales and market network spanning five continents.

SunMoon has implemented improved global procurement strategies, and manages a carefully controlled certified supplier program. Fruits from certified plantations are selected according to the 'SunMoon Quality Assurance' standard, a critical checklist of freshness, quality, safety and traceability as demanded by our discerning customers; a reputation also backed up by internationally recognised accreditations.

SunMoon continues to emphasise aggressive sales channel development by deepening its existing broad customer base. Its customers comprise importers, wholesalers, supermarket chains, as well as the individual consumer from around the world. SunMoon also manages a network of retail franchise outlets that provide valuable, direct connection to the end consumer.

SunMoon also conducts new product development using innovative food science technology and modern packaging design to deliver fruit and fruit derivative products to generate new demand and create new markets for its premium fruit sources.

SunMoon consumer products are targeted at consumers looking for healthy alternatives to snacks and beverages. The Division works closely with retailers to strengthen its brand touch points to end-consumers who appreciate premium quality fruits products all over the world. Be it fresh, packaged, frozen or in the form of juices or snacks, we aspire to bring premium quality fruit and produce from all over the world to our customers worldwide.



CORPORATE INFORMATION



BOARD OF DIRECTORS

Mr Gary Loh Hock Chuan (Executive Chairman)
Dr. Tan Eng Liang
Mr Chee Wai Pong
Mr Michael John Martin
Mrs Jessie Peh (Appointed on 5 November 2015)

AUDIT AND RISK COMMITTEE

Mr Michael John Martin (Chairman)
Dr. Tan Eng Liang
Mr Chee Wai Pong
Mrs Jessie Peh (Appointed on 5 November 2015)

REMUNERATION COMMITTEE

Dr. Tan Eng Liang (Chairman)
Mr Chee Wai Pong
Mr Michael John Martin
Mrs Jessie Peh (Appointed on 5 November 2015)

NOMINATING COMMITTEE

Mr Chee Wai Pong (Chairman)
Dr. Tan Eng Liang
Mr Michael John Martin
Mrs Jessie Peh (Appointed on 5 November 2015)

COMPANY SECRETARY

Ms Chia Lay Beng

REGISTERED OFFICE

1 Scotts Road
#21-07/08/09 Shaw Centre
Singapore 228208
Tel: 6779 5688
Website: www.sunmoonfood.com

COMPANY REGISTRATION NO.

198304656K

SHARE REGISTRAR

B.A.C.S. Private Limited
8 Robinson Road #03-00
ASO Building
Singapore 048544

AUDITOR

RT LLP
Public Accountants and
Chartered Accountants
1 Raffles Place #17-02 One Raffles Place
Singapore 048616
Partner-in-charge: Mr Ong Kian Meng
(Appointed with effect from
the financial year ended 31 December 2015)

PRINCIPAL BANKER

DBS Bank Ltd, Singapore
Cathay Bank, City of Industry Office, U.S.A.
Bank of China, Taian Branch, P.R.C.
Industrial and Commercial Bank of China Limited,
Taian Branch, P.R.C.



CORPORATE STRUCTURE



EXECUTIVE CHAIRMAN'S STATEMENT



Dear Shareholders,

I am pleased to present our annual report for FY2015.

LOOKING BACK

SunMoon Food Company Limited was embroiled in a lengthy debt restructuring from 2008 and it was only in October 2015 that SunMoon, via numerous settlements, was able to distance itself from its past and focus on the actual running of the business.

Prior to the conclusion of the debt restructuring, the management could only focus on the day-to-day business operations, and had little bandwidth or cash-flow to focus on growing the business. The Group also had its cash tied up in garlic inventories as a raw material. The production cycle to yield dehydrated garlic takes a year to complete, limiting SunMoon's cash-flow for long periods and its growth potential.

In FY2015, we made a strategic decision to shift towards an asset-light, consumer-centric and brand-focused business model. We began channelling resources from slow growth areas towards the new asset-light business model. We made a collective decision to focus on the fresh and streamlined our produce operations under the Fresh Division. We believe that through reducing inventory and increasing cash flow, we would be able to generate greater value and create room for growth.

With the spotlight now firmly on the Fresh Division, we also began introducing new consumer products to capitalise on our strong existing brand equity, our sourcing ability and tap on our growth potential in new and existing markets.

THE "NETWORK X GEOGRAPHY X PRODUCT" BUSINESS MODEL

Network – We aim to be a global specialist in fruit-related and fresh products. With a global rise in consumer spending, and an increasing shift towards digital spending, we believe that an expansion of the current network of wholesale and modern trade channels is necessary to sustain the growth of our customer base. As part of our expansion efforts, we have made decisive moves to increase our digital presence, in addition to growing our network of third-party brick-and-mortar stores operated by our customers.

Geography – Via our geographical expansion, we aim to bring quality products to new countries to reach out to new consumers, and secure the mindshare of the new sophisticated consumers. When they see the SunMoon brand, they think of health, freshness and all-natural goodness. From the sourcing perspective, we have also secured products originating from countries in the Southern Hemisphere with reverse meteorological seasons, bringing their wholesome goodness to consumers around the world.

EXECUTIVE CHAIRMAN'S STATEMENT

Product – From a supplier offering apples and garlic from China, we have now expanded our product selection to include fresh fruits from all over the world, including citrus fruits, pears, blueberries, avocados, young coconuts, mangos and other fruit related consumer products. With a sizeable third-party network of physical stores and a growing online presence, we aim to introduce more quality products to existing markets and customers, and build up a strong product base to appeal to all demographics.

With the implementation of the “Network x Geography x Product” business model, we have also opened discussions with various parties on the best way to capitalise on our strong brand equity for growth in new and existing business markets.

BUILDING SUCCESSFUL PARTNERSHIPS

For many years, we have traditionally focused on the business of buying from rather than selling products to the People’s Republic of China. With rising disposable incomes and increasing consumer focus on food quality, we identified the PRC as a fast-growth market, and set our sights on selling into the Chinese market.

Over the course of FY2015, we made inroads into the Chinese market via a commercial partnership with Harvest Season, operated by Mr Tony Zhang. Harvest Season is a fast-growing wholesale and retail fruit business with six retail stores in the PRC, supplemented by an online sales channel. Our initial partnership was mutually beneficial, and it culminated in a proposed joint venture, which subsequently did not materialise. Nonetheless, we maintained our commercial relationship with Harvest Season, and sought to find other means of collaboration.

In February 2016, we entered into an acquisition agreement for a 12% stake in Harvest Season, via a conversion of our outstanding accounts receivable amounting to S\$1.4 million. We saw this as the first step towards maintaining and tapping into the goodwill and the brand presence of the SunMoon brand that Harvest Season has already created in the Chinese market. We believe that the relationship with Harvest Season provides us the initial entry and access into the largest and fastest-growing market of customers in the PRC. This partnership has allowed us to gain an invaluable insight in learning the preferences of Chinese consumers, and boost our product visibility and brand recognition.

Such partnership with Harvest Season will be the first amongst the many to come. I am truly humbled by the many quality partners that are interested to work with us and see the value of our brand and business model. I trust that we will work earnestly and sincerely with our partners to find the best way forward as we thread carefully in a difficult global environment.

MOVING FORWARD

With a new business model in place and a current estimated current sales network of about 13,000 points of sales across Asia and the Middle East, we are cautiously optimistic of our potential for success. There are still many challenges in the global market facing us but we will continue to leverage on our new business model. We will work towards establishing new sales and supplier channels, expanding our product range and entering new markets.

By bringing quality products to our customers, we look to build a ubiquitous brand of choice recognised by consumers as a trusted and healthy lifestyle brand.

ACKNOWLEDGEMENTS

On behalf of SunMoon, I would like to extend a warm welcome to Mrs Jessie Peh, who joined us as an Independent Director in November 2015. Mrs Jessie Peh brings with her a wealth of experience, and we hope to be able to benefit from her experience. I would also like to express sincere thanks to Mr Mike Martin who has decided not to seek for re-election for his contribution to the company’s growth.

I thank all our shareholders and various stakeholders, for their support throughout the years. While we have faced many difficult periods, it is only with your support were we able to pull through our darkest moments.

To my fellow directors of the Board, my management team and my colleagues, your diligence and dedication to our cause has been inspirational, and I look forward to being able to tap on your energy as we do our best to grow SunMoon into a truly global brand.

Thank you!



Mr Gary Loh
Executive Chairman



BOARD OF DIRECTORS

**MR GARY LOH HOCK CHUAN****Executive Chairman**

Mr Loh was appointed to the Board as a Non-Independent Director on 15 April 2007, as Deputy Chairman of the Board on 22 May 2007 and as Executive Director and Chairman of the Executive Committee on 1 July 2007 which was dissolved on 5 November 2013. He was appointed as Executive Chairman of the Board on 7 October 2013. Mr Loh is the Executive Chairman of First Alverstone Capital Ltd. He was the Director of Sales in UOB Kay Hian Pte Ltd. Mr Loh graduated from the National University of Singapore (NUS) with a Bachelor of Arts (Political Science & Economics) and NUS Business School with a Master in Applied Finance.

**DR. TAN ENG LIANG****Independent Director**

Dr Tan was appointed to the Board as an Independent Director and Chairman of the Board on 13 November 2006. He stepped down as the Chairman of the Board on 7 October 2013 and assumed the role as Lead Independent Director on 7 October 2013. He was appointed as Chairman of Remuneration Committee on 7 October 2013. Dr. Tan held several directorships in private and public companies in Singapore, Hong Kong and Malaysia. He was a Member of Parliament, Singapore from 1972 to 1980. He was also a Chairman of Singapore Quality & Reliability Association, Urban Redevelopment Authority and Singapore Sports Council. He held the position of Senior Minister of State for National Development from 1975 to 1978 and Senior Minister of State for Finance from 1978 to 1979.

BOARD OF DIRECTORS



MR MICHAEL JOHN MARTIN
Independent Director

Mr Martin was appointed as an Independent Director and Chairman of the Audit and Risk Committee of the Company on 15 April 2007. Mr Martin was a partner in Cooper Lancaster Brewers, London and a member firm partner in Arthur Andersen, Singapore. He has his own business advisory firm, Michael Martin Business Advisory. He is a Fellow of the Institute of Chartered Accountants in England and Wales.



MR CHEE WAI PONG
Independent Director

Mr Chee was appointed to the Board as an Independent Director on 28 February 2005 and as Chairman of the Remuneration Committee on 11 November 2005. He stepped down as the Chairman of Remuneration Committee and was appointed as Chairman of Nominating Committee on 7 October 2013. He joined the Legal Service and was appointed a Deputy Public Prosecutor/State Counsel from 1971 to 1973. He was appointed a Magistrate and then District Judge and the State Coroner between 1973 and 1976. Mr Chee joined M/s Osborne Jones & Co as a partner from August 1976 to December 1978. He was a partner of M/s Ng Ong & Chee from January 1979 to December 2006. From 1 January 2007 he started his own practice under the name and style of Chee Wai Pong & Co. Mr Chee is the honorary legal advisor to the Medical Alumni and Ling Kwang Home for the Senior Citizens. He is also a member of the Management Committee of the Students Care Service and a member of the Yishun Centre Advisory Committee of the Students Care Service. Mr Chee graduated from the University of Singapore with a Bachelor of Law Degree (L.L. B Hons) in 1971.



MRS JESSIE PEH
Independent Director

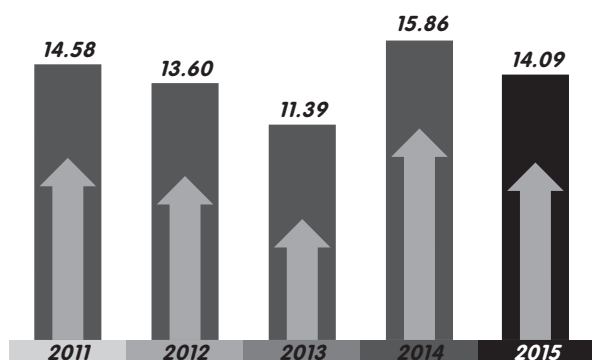
Mrs Peh was appointed to the Board as an Independent Director on 5 November 2015. She is a qualified Chartered Accountant (Institute of Chartered Accountants, England & Wales) and a qualified Management Accountant (Chartered Institute of Management Accountants, United Kingdom) with over 30 years of experience. She joined United Engineers Limited in 1989 and served as Chief Financial Officer until her retirement in 2012. Prior to joining United Engineers Limited, she worked in Ernst & Young as an Assistant Audit Manager and was with Tat Lee Bank Limited as a Sub-Manager (General Accounting).

FINANCIAL HIGHLIGHTS

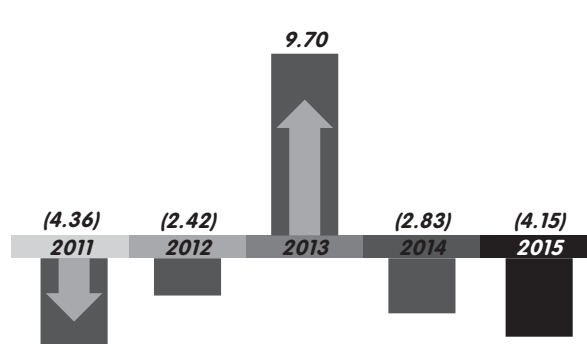
	FY2015	FY2014	FY2013	FY2012	FY2011
Turnover (\$ Millions)*	14.09	15.86	11.39	13.60	14.58
(Loss)/profit before Income Tax (\$ Millions)*	(4.15)	(2.83)	9.70	(2.42)	(4.36)
Shareholders' funds (\$ Millions)	11.19	12.67	14.33	(21.20)	(17.60)
Net Tangible Assets per Share (Cents)	3.51	3.98	0.04	(0.27)	(0.22)
Net Earning/(Loss) per Share (Cents)*	(1.30)	(0.89)	0.03	(0.03)	(0.06)
EBITDA (\$ Millions)*	(4.11)	(2.79)	9.76	0.48	(1.75)
EBITDA (continuing + discontinued) (\$ Millions)	(0.26)	(0.47)	0.18	2.07	4.93

* Amount attributable to continuing operations

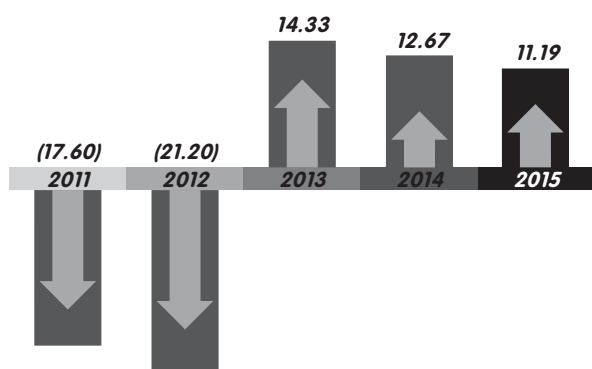
TURNOVER (\$ MILLIONS)



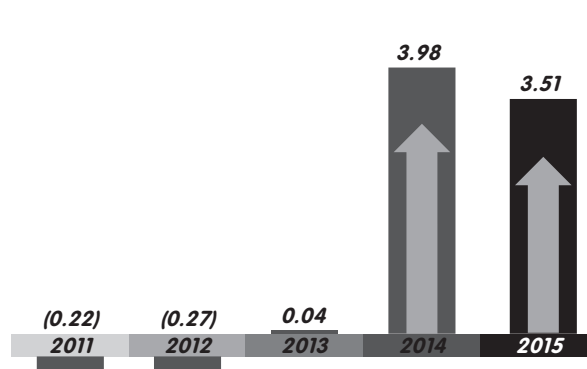
(LOSS)/PROFIT BEFORE INCOME TAX (\$ MILLIONS)



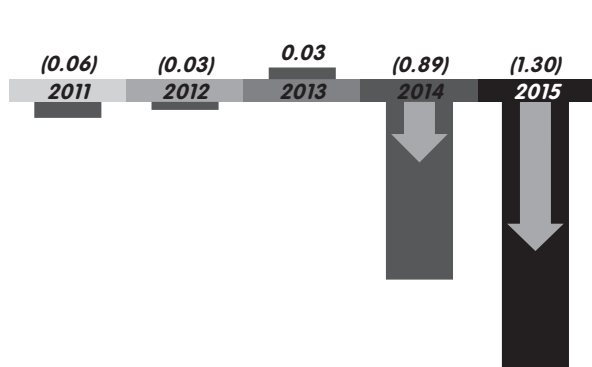
SHAREHOLDERS' FUNDS (\$ MILLIONS)



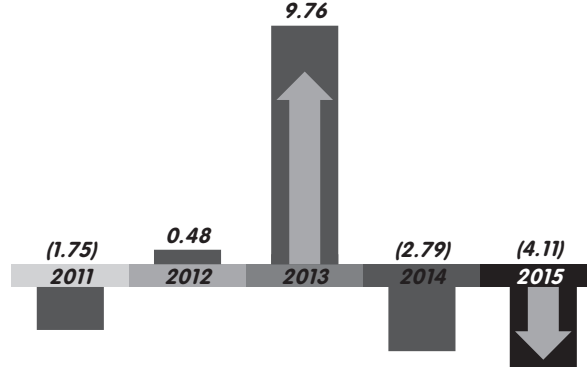
NET TANGIBLE ASSETS PER SHARE (CENTS)



NET EARNING/(LOSS) PER SHARE (CENTS)



EBITDA (\$ MILLIONS)



THE KEY MANAGEMENT

MS WANG HUI ZHEN

Group Financial Controller

Ms Wang is the Group's Financial Controller and has more than 15 years' experience in auditing and financial management in Singapore and China. As GFC, Ms Wang leads the Group's financial management in the areas of financial strategy, governance, accounting and risk management. Ms Wang holds a Bsc. (Honours) degree in applied accounting from the Oxford Brookes University. She is a Fellow Member of the Association of Chartered Certified Accountants and a Member of the Institute of Singapore Chartered Accountants.

MR CHNG SAY KIAT

General Manager – Consumer Products Division

Mr Chng is the General Manager with Consumer Products Division. He is also appointed as one of the directors for most of the subsidiaries under the Group, including as the President of UGC 2003, Inc. He first joined the Group in 2004 as the President of UGC 2003, Inc., a subsidiary responsible for the sales, marketing and distribution of dehydrated products in North America. He oversees the sales and marketing of consumer products in various countries, including Singapore, China, USA and Indonesia. Prior to joining the Group, he was the Executive Director of SGX-listed New Wave Technologies Ltd and its subsidiary, Eplus Technologies Pte Ltd. He holds a Bachelor of Engineering majoring in Computer Engineering and a MBA (Finance & International Business).

MS ONG SIEW LING, ROSANNE

General Sales Manager – Fresh Produce Division

Ms Rosanne Ong Siew Ling joined SunMoon Distribution & Trading Pte Ltd since 21 December 2009 as Sales Executive. She was promoted as Senior Sales Executive in 2011, Assistant Sales Manager in 2012, Sales Manager in 2013, Senior Sales Manager in 2014 and General Manager of Fresh Division on 1 June 2015. At present, she is in charge of the Fresh Products Division, responsible for worldwide fresh fruits products business covering mainly market like South East Asia, China, Middle East, America and Europe. She brings with her a wealth of experience in the food industry, retail business and marketing of consumer goods. She holds a Bachelor of Degree with Honours in Mass Communication from Science of University Malaysia (USM).

MS YAP QIUHUA, BERNICE

Marketing Manager

Ms Yap Qiu Hua, Bernice, has been with SunMoon Distribution & Trading Pte Ltd since August, 2013. She first joined the company as a Sales Executive under the Fresh Division and later moved to doing Sales & Marketing for Consumer Division and now, she manages the branding & marketing for SunMoon Company as a whole. This includes the brand identity, usage of SunMoon brand in local and overseas context, product advertisements (both ATL & BTL) and product packaging design. Prior to joining SunMoon, she served as a Marketing Executive at Natrad Food Pte Ltd upon graduation, where she assisted with the sales & marketing of The Laughing Cow Cheese. Which includes liaising with buyers on price promotions, managing in-store POSMs, execution of campaigns and cooking demos. Ms Yap graduated from Temasek Polytechnic, School of Design with a Diploma in Interactive Media Design and RMIT University with a Bachelor Degree in Business Marketing.

SUMMARY DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

IMPORTANT NOTES

The Summary Financial Statements as set out on pages 10 to 25 contains only a summary of the information in the directors' statement and a summary of the full financial statements. It also includes the information provided in compliance with the requirements of Section 203A of the Singapore Companies Act, Chapter 50 and regulations made thereunder, applicable to the Summary Financial Statements. It does not contain sufficient information to allow for a full understanding of the results and the state of affairs of the Group and the Company.

For further information, the full financial statements, the independent auditors' report on those financial statements and the directors' statement in the Annual Report should be consulted. Shareholders may request for a copy of the Annual Report at no cost. Please use the Request Form at the end of the Summary Financial Statements.

DIRECTORS

The Directors of the Company in office at the date of this report are:

Mr Gary Loh Hock Chuan (Executive Chairman)
Dr. Tan Eng Liang
Mr Michael John Martin
Mr Chee Wai Pong
Mrs Jessie Peh (Appointed on 5 November 2015)

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of investment holding. The principal activities of the significant subsidiaries are as follows:

- Investment holding,
- Importer, exporter, wholesaler, retailer and commission agent of fruits,
- Distributor of dehydrated garlic and onion,
- To process, market and sell dehydrated garlic and onion,
- To own, operate and manage as principal, franchisor and/or agent of all kinds of fruits, and
- Headquarter for China operations, sales and other marketing and distribution.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object is to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUMMARY DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the Register of Directors' Shareholdings kept by the Company for the purposes of Section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), none of the Directors of the Company who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations except as detailed below:

	Shareholdings registered in the name of Director			Shareholdings in which Director is deemed to have an interest		
	Balance at 1 January 2015	Balance at 31 December 2015	Balance at 21 January 2016	Balance at 1 January 2015	Balance at 31 December 2015	Balance at 21 January 2016
				Number of ordinary shares		
The Company						
Mr Gary Loh Hock Chuan	–	–	–	125,629,822	80,712,772	80,712,772

Pursuant to Section 7 of the Act, Mr. Gary Loh Hock Chuan is deemed to have an interest in the 125,629,822 and 80,712,772 shares of the Company held by First Alverstone Capital Limited at the beginning and end of the financial year respectively.

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited (SGX-ST), the Directors of the Company state that, according to the Register of Directors' Shareholdings, the Director's interests as at 21 January 2016 in the shares of the Company have remained unchanged from those disclosed as at 31 December 2015 for Mr Gary Loh Hock Chuan whose deemed interests in the Company have remained at 80,712,772 ordinary shares.

SHARE OPTIONS

There were no share options granted by the Company or its subsidiaries during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or of its subsidiaries under options as at the end of the financial year.

SunMoon Share Option Scheme

The Company has implemented an employee share option scheme known as SunMoon Share Option Scheme (the "Option Scheme"). The Option Scheme was approved and adopted by the shareholders at an Extraordinary General Meeting of the Company held on 30 April 2012. No share options have been granted or awarded pursuant to the Option Scheme.

SUMMARY DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

AUDIT AND RISK COMMITTEE

The Audit and Risk Committee ("ARC"), regulated by a set of written terms of reference, comprises four Independent Non-Executive Directors. The members of the ARC during the year and at the date of this report are:

Mr Michael John Martin (Chairman)
Dr. Tan Eng Liang
Mr Chee Wai Pong
Mrs Jessie Peh (Appointed on 5 November 2015)

The ARC performs the functions specified in Section 201B(5) of the Singapore Companies Act, Chapter 50, the SGX Listing Manual and the Code of Corporate Governance.

The ARC has held four meetings since the last report of the Directors. In performing its functions, the ARC met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The ARC also reviewed the following:

- (i) assistance provided by the Company's officers to the external and internal auditors;
- (ii) interested person transactions (as defined in Chapter 9 of the SGX Listing Manual);
- (iii) quarterly financial information and annual financial statements of the Group and the Company prior to their submission to the Directors of the Company for adoption.

The ARC has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any Director and Executive Officer to attend its meetings. The ARC also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees. The ARC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, RT LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the ARC are disclosed in the Report on Corporate Governance.

SUMMARY DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

ADDITIONAL DISCLOSURE REQUIREMENTS OF THE LISTING MANUAL OF THE SGX-ST

In the opinion of the Board of Directors and Audit and Risk Committee, Rules 712 and 715 of the Listing Manual of the SGX-ST have been complied with.

INDEPENDENT AUDITOR

The independent auditor, RT LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Mr Gary Loh Hock Chuan

Director

Singapore

31 March 2016

Mr Michael John Martin

Director

INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY FINANCIAL STATEMENTS

TO THE MEMBERS OF SUNMOON FOOD COMPANY LIMITED
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

Report on the Financial Statements

The accompanying summary financial statements of SunMoon Food Company Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and of the Company as at 31 December 2015, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year then ended, and related notes, are derived from the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2015. We expressed an unmodified audit opinion on those financial statements in our report dated 31 March 2016.

The summary financial statements do not contain all the disclosures required by the Singapore Financial Reporting Standards. Reading the summary financial statements, therefore, is not a substitute for reading the audited financial statements of the Company and its subsidiaries.

Management's Responsibility for the Summary Financial Statements

Management is responsible for the preparation of summary of the audited financial statements in accordance with Section 203A of the Singapore Companies Act, Chapter 50 (the "Act"). In preparing the summary financial statements, Section 203A of the Act requires that the summary financial statements be derived from the annual financial statements and the directors' statement for the financial year ended 31 December 2015 and be in such form and contain such information as may be specified by regulations made thereunder applicable to summary financial statements.

Auditor's Responsibility

Our responsibility is to express an opinion on the summary financial statements based on our procedures, which were conducted in accordance with Singapore Standard on Auditing 810, *Engagements to Report on Summary Financial Statements*.

Opinion

In our opinion, the accompanying summary financial statements are consistent, in all material respects with the audited financial statements and the directors' statement of the Company and its subsidiaries for the financial year ended 31 December 2015 from which they are derived and comply with the requirements of Section 203A of the Act and the regulations made thereunder applicable to summary financial statements.

Other Matter

Our auditor's report dated 31 March 2016 on the audited financial statements included an Other Matter paragraph drawing attention to the fact that the financial statements of Sunmoon Food Company Limited and its subsidiaries for the financial year ended 31 December 2014 were audited by another auditor who expressed an unmodified opinion on those statements on 27 March 2015. Such auditors also audited the summary financial statements of Sunmoon Food Company Limited and its subsidiaries for the financial year ended 31 December 2014 and expressed an unmodified opinion on those summary financial statements on 27 March 2015.

RT LLP

Public Accountants and
Chartered Accountants

Singapore
31 March 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	2015 \$'000	2014 \$'000 (Re-presented)
Continuing operations		
Revenue	14,093	15,861
Cost of sales	(13,067)	(14,732)
Gross profit	1,026	1,129
Other item of income		
Other income	378	214
Other items of expense		
Selling and distribution expenses	(1,343)	(1,272)
Administrative expenses	(4,212)	(2,881)
Other expenses	(3)	(24)
Loss before tax from continuing operations	(4,154)	(2,834)
Income tax expense	–	–
Loss from continuing operations for the financial year, net of income tax	(4,154)	(2,834)
Discontinued operation		
Profit from discontinued operation for the financial year, net of income tax	2,053	728
Loss for the financial year	(2,101)	(2,106)
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences arising from translation of foreign operations	622	448
Other comprehensive income for the financial year, net of income tax	622	448
Total comprehensive loss for the financial year	(1,479)	(1,658)
Profit/(loss) attributable to owners of the Company		
– Continuing operations	(4,154)	(2,834)
– Discontinued operation	2,053	728
Total loss attributable to owners of the Company	(2,101)	(2,106)
Total comprehensive income/(loss) attributable to owners of the Company		
– Continuing operations	(3,216)	(2,169)
– Discontinued operation	1,737	511
Total comprehensive loss attributable to owners of the Company	(1,479)	(1,658)
Loss per share		
<u>Loss per share from continuing operations</u>		
– Basic	(1.3031) cents	(0.8891) cents
– Diluted	(1.3031) cents	(0.8891) cents
<u>Loss per share</u>		
– Basic	(0.6591) cents	(0.6607) cents
– Diluted	(0.6591) cents	(0.6607) cents

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2015

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Non-current assets				
Property, plant and equipment	4,146	4,416	-	6
Subsidiaries	-	-	13,834	18,930
Investment in associate	-	-	-	-
Available-for-sale financial asset	-	-	-	-
	4,146	4,416	13,834	18,936
Current assets				
Cash and cash equivalents	5,290	2,703	390	498
Held-for-trading financial asset	52	242	-	-
Trade and other receivables	9,788	7,349	187	33
Inventories	539	13,431	-	-
Total current assets	15,669	23,725	577	531
Total assets	19,815	28,141	14,411	19,467
Equity and Liabilities				
Equity attributable to equity owners of the company				
Share capital	124,508	124,508	124,508	124,508
Other reserves	26,632	26,010	18,384	18,384
Accumulated losses	(139,947)	(137,846)	(137,341)	(127,401)
Total equity	11,193	12,672	5,551	15,491
Current liabilities				
Bank borrowings	632	2,658	-	-
Trade and other payables	7,990	12,811	8,860	3,976
	8,622	15,469	8,860	3,976
Total liabilities	8,622	15,469	8,860	3,976
Total equity and liabilities	19,815	28,141	14,411	19,467

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Share capital \$'000	Capital reserve \$'000	Capital reduction reserve \$'000	Asset revaluation reserve \$'000	General reserve \$'000	Foreign currency translation reserve \$'000	Other reserves Total \$'000	Accumulated losses \$'000	Total equity attributable to owners of the Company \$'000
Balance at 1 January 2015	124,508	944	18,384	2,510	2,201	1,971	26,010	(137,846)	12,672
Loss for the financial year	-	-	-	-	-	-	-	(2,101)	(2,101)
Other comprehensive income/(loss) for the financial year	-	-	-	-	-	622	622	-	622
Foreign currency translation	-	-	-	-	-	622	622	-	622
Total comprehensive income/(loss) for the financial year	-	-	-	-	-	622	622	-	(1,479)
Balance at 31 December 2015	124,508	944	18,384	2,510	2,201	2,593	26,632	(139,947)	11,193
Balance at 1 January 2014	124,508	944	18,384	2,510	2,201	1,523	25,562	(135,740)	14,330
Loss for the financial year	-	-	-	-	-	-	-	(2,106)	(2,106)
Other comprehensive income/(loss) for the financial year	-	-	-	-	-	448	448	-	448
Foreign currency translation	-	-	-	-	-	448	448	-	448
Total comprehensive income/(loss) for the financial year	-	-	-	-	-	448	448	(2,106)	(1,658)
Balance at 31 December 2014	124,508	944	18,384	2,510	2,201	1,971	26,010	(137,846)	12,672

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	2015 \$'000	2014 \$'000
Operating activities		
Loss from continuing operations before tax	(4,154)	(2,834)
Profit from discontinued operation before tax	2,945	1,351
Loss before tax, total	(1,209)	(1,483)
Adjustments for:		
Interest expense	164	86
Interest income	(2)	(2)
Dividend income	–	(65)
Write back of allowance for inventory obsolescence	(270)	(16)
Depreciation of property, plant and equipment	788	927
Write back of long overdue third parties payables	(40)	(50)
Available-for-sale financial asset written off	–	17
Fair value (gain)/loss arising from held-for-trading financial asset	(9)	85
Inventories written off	10	8
Other receivables written off	2	10
Allowance for impairment loss on third parties trade receivables	521	769
Allowance for inventory obsolescence	–	254
Operating cash flows before working capital changes	(45)	540
Working capital changes:		
Inventories	13,152	(2,230)
Trade and other receivables	(2,962)	(3,597)
Trade and other payables	(4,252)	4,777
Cash generated from/(used in) operations	5,893	(510)
Income tax paid	(892)	(635)
Net cash from/(used in) operating activities	5,001	(1,145)
Investing activities		
Interest received	2	2
Dividend received	–	65
Purchase of property, plant and equipment	(418)	(187)
Proceeds from disposal/(purchase) of held-for-trading financial asset	199	(330)
Net cash used in investing activities	(217)	(450)
Financing activities		
Interest paid	(164)	(86)
Proceed from bank borrowings	871	3,648
Repayment of bank borrowings	(2,897)	(2,035)
Repayment of loan from a director	(529)	–
Net cash (used in)/from financing activities	(2,719)	1,527
Net change in cash and cash equivalents	2,065	(68)
Cash and cash equivalents at beginning of financial year	2,703	2,387
Exchange difference on cash and cash equivalents	522	384
Cash and cash equivalents at end of financial year	5,290	2,703

SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

1. GOING CONCERN

As at 31 December 2015, the Company's current liabilities exceeded its current assets by approximately \$8,283,000. The Directors are of the view that it is appropriate for the financial statements to be prepared on a going concern basis which contemplates the realisation of assets and liquidation of liabilities in the ordinary course of business.

2. CONTINGENT LIABILITIES

Group

During the financial period ended 31 December 2008, one of the former subsidiaries (Dongguan Fook Huat Tong Kee Refrigeration & Foodstuffs Co., Ltd or the "Borrowing Subsidiary") of the Group had defaulted on the repayment of the loans ("Loan") from Dongguan Agricultural Bank of China (the "Bank"). The Loans are secured on the mortgages of land and buildings belonging to the Borrowing Subsidiary and another former subsidiary (Longkou Fook Huat Tong Kee Refrigeration Co., Ltd or the "Collateral Subsidiary"). The Borrowing Subsidiary and the Collateral Subsidiary have since been disposed in 2009.

There are three other subsidiaries which have furnished corporate guarantees to support the Loans (the Borrowing Subsidiary, Collateral Subsidiary and three other subsidiaries are collectively known as the "Sub-group" of the Group). These corporate guarantees may be called upon by the Bank. The three remaining subsidiaries are still subject to corporate guarantees in respect of the Loan from the Bank and may be subject to claims. Certain assets of the Sub-group were under seizure by the court which has ordered assets of a particular entity included in the Sub-group to be assessed, valued and auctioned in 2016. The Company is in discussion with the Bank for release of the Sub-group's responsibility under the corporate guarantees.

The Company is unable to ascertain the likelihood, outcome and quantum of these potential claims. However, based on legal opinion obtained, the Company is of the view that exposure to the Group in respect of any contingent claim arising from the above-mentioned corporate guarantees is limited to the net assets of these three dormant subsidiaries.

In August 2009, the Dongguan Municipal Intermediate People's Court issued a writ of seizure and sale against four apartments owned by Fook Huat Tong Kee Pte Ltd (one of the subsidiaries in the Sub-group). These four apartments had already been fully impaired in 2008, and accordingly has no financial impact to the results of the Group and the Company for the year ended 31 December 2015.

Similarly, certain property amounting to \$118,000 which was subject to court seizure was impaired in 2009. The impairment arose as the application to transfer the said property from the Sub-group to the Group was not accepted by the China authority due to lack of proper proof of ownership. As at 31 December 2015, each of the three remaining subsidiaries has negative net assets and has been consolidated with the financial statements of the Group for the year ended 31 December 2015. In addition, the remaining assets of the three subsidiaries of the Sub-group that are still subject to bank collateral and guarantee amounting to \$3,500,000 have been fully impaired since 31 December 2009 and no further impairment has been made during the year in respect of these claims.

NOTES TO THE SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. CONTINGENT LIABILITIES (CONTINUED)

Company

Corporate guarantees for banking facility

The Company had given corporate guarantees to a bank in respect of banking facility granted to a subsidiary. These guarantees are financial guarantee contract as they require the Company to reimburse the banks if the subsidiary fails to make principal or interest payments when due in accordance with the terms of the facilities drawn. As at 31 December 2015, the total banking facilities granted to the subsidiary amounted to approximately \$2,121,000 (2014: \$1,982,000) and the amount utilised by the subsidiary amounted to approximately \$632,000 (2014: \$1,380,000).

As at the end of the reporting period, the Company has not recognised any liability in respect of the guarantee given to the bank for banking facility granted as the Directors have assessed that the likelihood of defaulting on repayment of its loan is remote.

Claim from nTan Corporate Advisory Pte Ltd

The Company was involved in legal proceedings relating to a Claim (defined below) in the previous financial year.

On 10 April 2014, the Company was served with a Writ of Summons (the "Writ") by nTan Corporate Advisory Pte Ltd ("nTan"). Pursuant to the Writ, nTan claimed against the Company, inter alia, the issue and transfer of 2,057,347,290 shares in the Company to nTan or, alternatively, the sum of S\$2,057,347 (the "Claim"). The Claim related to fees allegedly due to nTan for services provided to the Company in identifying and securing investors.

An agreement was reached between the Company and nTan during the financial year for a sum of \$2,111,000 as full and final settlement of the Claim. Payments for the settlement sum will be made in instalments commencing during the financial year. Balance of the settlement sum remaining to be paid has been included in other payables as at 31 December 2015.

3. INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2015

On 1 January 2015, the Group adopted the new or amended FRS and Interpretations of FRS ("INT FRS") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the accounting policies of the Group and the Company and had no material effect on the amounts reported for the current or prior financial years.

NOTES TO THE SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

3. INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2015 (CONTINUED)

FRS and INT FRS issued but not yet effective

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's and Company's accounting periods beginning on or after 1 January 2016 and which the Group and Company have not early adopted:

Effective for the Group's and Company's annual accounting period beginning on 1 January 2016

- Amendments to FRS 27 Separate financial statements (Equity method in separate financial statements)
- Amendments to FRS 16 Property plant and equipment and FRS 38 Intangible assets (Clarification of acceptable methods of depreciation and amortisation)
- Amendments to FRS 1 Presentation of financial statements (Disclosure initiative)

Effective for the Group's and Company's annual accounting period beginning on 1 January 2017

- Amendments to FRS 7 (Disclosure Initiative)
- Amendments to FRS 12 (Recognition of deferred tax assets for unrealised losses)

Effective for the Group's and Company's annual accounting period beginning on 1 January 2018

- FRS 115 Revenue from Contracts with Customers
- FRS 109 Financial Instruments

The Directors do not anticipate that adoption of the above FRS and INT FRS in future periods will have a material impact on the financial statements of the Company and the Group in the period of their initial adoption except for FRS 115 and FRS 109. Management is currently evaluating the potential impact of the application of FRS 115 and FRS 109 on the financial statements of the Group and of the Company in the period of their initial application.

4. SHARE CAPITAL

	Group and Company			
	2015 '000	2014 '000	2015 \$'000	2014 \$'000
Number of ordinary shares				
Issued and fully paid:				
Balance at beginning of financial year	318,784	31,878,441	124,508	124,508
Shares consolidation	–	(31,559,657)	–	–
Balance at end of financial year	318,784	318,784	124,508	124,508

NOTES TO THE SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

4. SHARE CAPITAL (CONTINUED)

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value and carry one vote per share without restriction.

On 4 July 2014, the Company completed a shares consolidation of 100 existing issued ordinary shares into 1 ordinary share. As a result, the number of issued shares of 31,878,441,114 has been reduced to 318,784,382 as at 31 December 2014.

5. BANK BORROWINGS

	Group	
	2015 \$'000	2014 \$'000
Secured		
Term loan I	–	1,278
Term loan II	632	1,380
	632	2,658

	Group	
	2015 %	2014 %
Effective interest rates per annum		
Term loan I	5.9	7.2
Term loan II	3.5	4.5

Term loan I from a bank was fully repaid during the year. Term loan I was secured by legal mortgage on the Group's leasehold properties which are located in the People's Republic of China and floating charge over the machineries and inventories of a subsidiary. The interest was computed based on 20% above the prevailing prime lending rate set by People's Bank of China.

Term loan II from a bank is a short term revolving credit repayable in June 2016. Term loan II is secured by floating charge over the assets of a subsidiary and corporate guarantee provided by the Company. The interest is computed based on 0.75% above the prime rate published in the Wall Street Journal.

SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. SIGNIFICANT RELATED PARTY TRANSACTIONS

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and Company if that person:
 - (i) Has control or joint control over the Company;
 - (ii) Has significant influence over the Company; or
 - (iii) Is a member of the key management personnel of the Group or Company or of a parent of the Company.

- (b) An entity is related to the Group and the Company if any of the following conditions apply:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint venture of the same third party.
 - (iv) One entity is a joint ventures of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

During the financial year, in addition to the related party information disclosed elsewhere in the financial statements, the following were significant related party transactions at rates and terms agreed between the parties during the financial year:

NOTES TO THE SUMMARY FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Related party				
Sales	9	-	-	-
Purchases	(1)	-	-	-
Licence fee income	39	-	-	-
Licence fee expense	(39)	-	-	-
Loans from a Director	-	529	-	-
Subsidiaries				
Management fee income	-	-	1,765	1,094
Loan to a subsidiary	-	-	-	380
Advances to subsidiaries	-	-	3,936	1,829
Advances from subsidiaries	-	-	4,936	571
Recovery of intercompany balance previously written off	-	-	532	-

Compensation of key management personnel

The remuneration of Directors and other key management personnel of the Group during the financial year are as follows:

	Group	
	2015 \$'000	2014 \$'000
Directors' fees	124	156
Short-term benefits	1,664	1,630
Post-employment benefits	90	79
	1,878	1,865

SUMMARY FINANCIAL STATEMENTS

NOTES TO THE
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

The above includes the following remuneration to the Directors of the Company:

	Group	
	2015 \$'000	2014 \$'000
<i>Directors of the Company</i>		
Directors' fees	124	156
Short-term benefits	488	393
Post-employment benefits	14	14
	626	563

Other key management comprises the Chief Executive Officer, Chief Financial Officer, Financial Controller and General Managers.

7. MATERIAL CHANGES IN ASSET VALUES

There are no material changes to the asset values of the Group and the Company for the financial year ended 31 December 2015.

8. MATERIAL ACQUISITIONS AND DISPOSALS

There were no material acquisitions and disposals for the financial year ended 31 December 2015.

9. EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 10 February 2016, the Company entered into conditional sale and purchase agreement ("SPA") with an external party to acquire ordinary shares in the share capital of Harvest Season Singapore Pte. Ltd. constituting 12% of the issued and paid-up share capital of Harvest Season Singapore Pte. Ltd. ("investment shares"). The agreed consideration of US\$1.03 million (approximately \$1.4 million) will be made by conversion of receivables of the same amount held by a subsidiary of the Group. The SPA further provides the external party with the option to call upon the investment shares at an agreed option price during the option period of two years.

The above transaction is subject to shareholders' approval.

STATISTICS OF SHAREHOLDINGS

AS AT 22 MARCH 2016

ISSUED AND FULLY PAID-UP CAPITAL	:	\$124,508,483
NO. OF SHARES ISSUED	:	318,784,382
CLASS OF SHARES	:	ORDINARY SHARES FULLY PAID WITH EQUAL VOTING RIGHTS EACH
NUMBER OF TREASURY SHARES	:	NIL

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	4,764	35.18	126,199	0.04
100 – 1000	4,184	30.90	2,037,908	0.64
1,001 – 10000	3,486	25.74	14,308,224	4.49
10,001 – 1000000	1,082	7.99	75,916,023	23.81
1,000,001 & ABOVE	25	0.19	226,396,028	71.02
TOTAL	13,541	100.00	318,784,382	100.00

TOP TWENTY SHAREHOLDERS	NO. OF SHARES	%
UOB KAY HIAN PTE LTD	84,723,482	26.58
MAYBANK KIM ENG SECURITIES PTE LTD	18,356,195	5.76
CHAN KEAN HUAT	15,000,000	4.71
DBS NOMINEES PTE LTD	12,875,178	4.04
QAP CAPITAL PTE LTD	12,592,514	3.95
PRIMA PORTFOLIO PTE LTD	12,222,400	3.83
TAN KAH BOH ROBERT@ TAN KAH BOO	9,068,385	2.85
CITIBANK NOMINEE SINGAPORE PTE LTD	6,697,520	2.10
LIM CHYE HUAT @ BOBBY LIM CHYE HUAT	6,500,000	2.04
NEO WEI MING	6,500,000	2.04
CHUA KENG LOY	6,022,000	1.89
BANK OF SINGAPORE NOMINEES PTE LTD	5,145,950	1.61
CITIBANK CONSUMER NOMINEES PTE LTD	5,107,830	1.60
LEE FANG WEN	3,700,000	1.16
UNITED OVERSEAS BANK NOMINEES PTE. LTD	3,547,467	1.11
RAFFLES NOMINEES (PTE) LTD	3,454,787	1.08
ONG HIE KOAN	2,454,681	0.77
LIM & TAN SECURITIES PTE LTD	2,131,535	0.67
TAN KOK SIANG GARY	2,000,000	0.63
OCBC SECURITIES PRIVATE LTD	1,600,107	0.50
	219,700,031	68.92

On the basis of the information available to the Company, approximately 74.68% of the equity securities of the Company are held in the hands of the public. This is in compliance with Rule 723 of the Listing Manual of the SGX-ST, which requires at least 10% of a listed issuer's equity securities to be held by the public.

STATISTICS OF SHAREHOLDINGS

AS AT 22 MARCH 2016

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	NO. OF SHARES	
	Direct Interest	Deemed Interest
First Alverstone Capital Ltd	80,712,772	-
Gary Loh Hock Chuan	-	80,712,772
Selena Cheng Koh Min	-	80,712,772

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SUNMOON FOOD COMPANY LIMITED will be held at **Vine II Ballroom (Level 2), Metropolitan YMCA Singapore, 60 Stevens Road, Singapore 257854** on 28 April 2016 at 2.30 p.m. to transact the following business:

1. To receive and adopt the Directors' Statement and the Audited Accounts of the Company and the Group for the year ended 31 December 2015.
2. To approve the payment of Directors' Fees in respect of the year ended 31 December 2015.
3. To re-elect Dr Tan Eng Liang, a Director who is retiring by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offer himself for re-election.
4. To re-elect Mrs Jessie Peh, a Director who is retiring from office in accordance with Article 106 of the Company's Constitution and who, being eligible, offer herself for re-election.
5. To re-appoint Messrs RT LLP, Public Accountants and Certified Accountants, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration.

6. **As Special Business**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- 6.1 That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
 - a) the aggregate number of Shares (including Shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the Company;

NOTICE OF ANNUAL GENERAL MEETING

- b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this Resolution, after adjusting for:
- i) new shares arising from the conversion or exercise of convertible securities;
 - ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - iii) any subsequent bonus issue, consolidation or subdivision of shares;
- c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. [See Explanatory Note (iii)]
- 6.2 That approval be and is hereby given to the Directors to grant awards in accordance with the provision of the SunMoon Share Option Scheme and/or SunMoon Share Plan and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the SunMoon Share Option Scheme and/or SunMoon Share Plan, provided that:
- a) the aggregate number of new ordinary shares which may be issued pursuant to the SunMoon Share Option Scheme and SunMoon Share Plan on any date, shall not exceed 15% or such other per centum as may be determined by the committee and permitted under the Listing Manual, of the total number of issued shares of the Company, excluding Treasury Shares, on the day immediately preceding the relevant date of grant; and
 - b) such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
7. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board

Chia Lay Beng
Secretary

Date: 11th day of April 2016

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes

- (i) Dr Tan Eng Liang, if re-appointed, will remain as an Audit and Risk Committee member, and is considered independent for the purposes of Rule 704 (8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (ii) Mrs Jessie Peh, if re-appointed, will remain as an Audit and Risk Committee member, and is considered independent for the purposes of Rule 704 (8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (iii) (a) The Ordinary Resolution 6.1 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.
- (iii) (b) For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint any number of proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
2. Where a Shareholder appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second/other named proxy/proxies shall be deemed to be an alternate to the first named.
3. A corporation which is a Shareholder may authorize by resolution of its directors or other governing body such persons as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act.
4. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), duly executed, must be deposited at the registered office of the Company at 1 Scotts Road #21-07/08/09 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for holding the AGM.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his/her attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer duly authorized.
6. A Depositor's name must appear on the Depository Register maintained by the CDP at least 72 hours before the time appointed for holding AGM in order for the Depositor to be entitled to attend and vote at the AGM.

SUNMOON FOOD COMPANY LIMITED

(Incorporated in Singapore)

Company Registration No. 198304656K

Registered Office:	1 Scotts Road #21-07/08/09 Shaw Centre Singapore 228208
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PROXY FORM

I/We _____

of _____

being a member/members of the abovementioned Company, hereby appoint

Name	Address	NRIC/Passport No	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

or failing him/her or both of the persons mentioned above, the Chairman of the Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Vine II Ballroom (Level 2), Metropolitan YMCA Singapore, 60 Stevens Road, Singapore 257854 on 28 April 2016 at 2.30 p.m.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, your proxy/proxies will vote or abstain from voting as he/she/they may think fit at his/her/their discretion, as he/she/they will on any other matters arising at the Annual General Meeting and any adjournment thereof.)

	Resolutions	For	Against
1	Ordinary Business Adoption of Directors' Statement and Audited Accounts for the year ended 31 December 2015		
2	Approval of amount proposed as directors' fees		
3	Re-election of Dr. Tan Eng Liang as Director retiring under Article 102		
4	Re-election of Mrs Jessie Peh as Director retiring under Article 106		
5	Re-appointment of RT LLP as Auditors		
6.1	Special Business Approval to issue Shares pursuant to Section 161 of the Companies Act, Cap. 50		
6.2	Approval to grant awards in accordance with the provision of the SunMoon Share Option Scheme and/or SunMoon Share Plan		
7	Any Other Business		

If you wish to exercise all your votes "For" or "Against", please indicate an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate for each resolution.

If this form of proxy contains no indication as to how the proxy should vote in relation to each resolution, the proxy shall, as in the case of Any Other Business raised at the meeting, vote as the proxy deems fit.

As witness my/our hand(s) this _____ day of _____ 2016

No. of Ordinary Shares held	
-----------------------------	--

Signature(s) or Common Seal of Shareholder(s)**Important please read notes overleaf**

Notes

1. Please insert the total number of ordinary shares in the issued share capital of the Company (the "Shares") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company (the "Register of Members"), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. A shareholder of the Company (the "Shareholder") entitled to attend and vote at the annual general meeting (the "AGM") is entitled to appoint any number of proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
3. Where a Shareholder appoints more than one proxy, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second/other named proxy/proxies shall be deemed to be an alternate to the first named.
4. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act (Cap. 50) of Singapore.
5. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), duly executed, must be deposited at the registered office of the Company at 1 Scotts Road, #21-07/08/09, Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for holding the AGM or any postponement or adjournment thereof.
6. The instrument appointing a proxy or proxies must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The submission of an instrument or form appointing a proxy by a Shareholder does not preclude him/her from attending and voting in person at the AGM if he/she so wishes.
9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register maintained by the CDP at least 72 hours before the time appointed for holding the AGM.

REQUEST FORM

SUNMOON FOOD COMPANY LIMITED

(Incorporated in Singapore)

Company Registration No. 198304656K

11 April 2016

Dear Shareholder,

This is a copy of the Summary Financial Statement ("SFS") of SUNMOON FOOD COMPANY LIMITED ("Company") for the financial year 2015. The SFS contains a review of the Company for the financial year ended 31 December 2015. It also contains a summary of the information in the Directors' Report and financial statements of the Company's Annual Report ("AR") 2015. We will be sending you a copy of the SFS for so long as you are the Company's shareholder unless you indicate otherwise.

The full financial statements for the financial year ended 31 December 2015 are set out in a separate report called the AR for 2015. This report is available to all registered shareholders of the Company at no cost upon request.

For shareholders receiving this SFS for the first time, if you wish to receive a copy of the AR for 2015 or for so long as you are a shareholder of the Company, please complete the request form below by ticking the first or third box respectively and return it to us by 20 April 2016. If we do not receive your request form, it would indicate that you do not wish to receive copies of the AR for 2015 and for future financial years.

For the convenience of the shareholders, a copy of the AR for 2016 will be posted at SGX website from 11 April 2016. Shareholders may request for physical copies of the AR for 2015 as indicated above.

Yours faithfully,

Ms Chia Lay Beng
Secretary

REQUEST FORM

To: SUNMOON FOOD COMPANY LIMITED

N.B. Please tick only one box. Incomplete or improperly completed forms will not be processed.

- Please send me/us the Annual Report in addition to the Summary Financial Statement for financial year 2015.
- Please do not send me/us the *Summary Financial Statement or the Annual Report/Annual Report for so long as I/we am/are a shareholder(s) of SunMoon Food Company Limited.
- Please send me/us the Annual Report in addition to the Summary Financial Statement for financial year 2015 and for so long as I/we am/are a shareholder(s) of SunMoon Food Company Limited.

Name(s) of shareholder(s): _____

*NRIC/Passport Number(s): _____ CDP Securities Account No: _____

Address: _____

_____ Singapore _____

Signature(s): _____ Date: _____

* delete where inapplicable



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SunMoon Food Company Limited
30 Toh Guan Road
#07-07
Singapore 608840

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SUNMOON FOOD COMPANY LIMITED • Company Registration No. 198304656K
Tel: (65) 6779 5688 • Fax: (65) 6777 3960 • Web: www.sunmoonfood.com • E-mail: enquiry@sunmoonfood.com

SINGAPORE HEADQUARTERS

SUNMOON FOOD COMPANY LIMITED

30 Toh Guan Road • #07-07 • Singapore 608840 • Tel: (65) 6779 5688 • Fax: (65) 6777 3960

CHINA - SHANGHAI OFFICE

SUNMOON FOOD (SHANGHAI) CO., LTD.

369 Xian Xia Road • Chang Ning District • 2201- Modern Plaza • Shanghai 200336
Tel: (86) 21 3252 8628 • Fax: (86) 21 3252 8629

USA SALES OFFICE

UGC 2003, Inc. • 400 North Center Drive, Suite 211 • Norfolk, VA 23502
Tel.: (1) 757 319 4343 • eFax: (1) 877 720 5713 • Fax: (1) 757 226 8619

PROCESSING PLANT

TAIAN FHTK FOODSTUFFS CO., LTD.

Fanzhen Development Zone • Daiyue District, Taian City • Shandong, China 271033
Tel: (86) 538 868 2888 • Fax: 86) 538 868 1183