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WANT WANT CHINA HOLDINGS LIMITED

中國旺旺控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0151)

CONTINUING CONNECTED TRANSACTION

Renewal of Framework Property Lease Agreement

On 28 January 2016, the Company renewed its Framework Property Lease Agreement with San Want in respect of the renewal of the lease of certain properties for a term of one year from 1 January 2016 to 31 December 2016.

Mr. Tsai is the controlling shareholder of San Want, therefore San Want is an associate of Mr. Tsai and a connected person of the Company within the meaning of the Listing Rules and the transaction contemplated under the Renewed Framework Property Lease Agreement constitutes a continuing connected transaction of the Company.

As the highest of the applicable percentage ratios under the Listing Rules in respect of the Renewed Framework Property Lease Agreement is, on an annual basis, more than 0.1% but less than 5%, the transaction contemplated thereunder is subject to the reporting, annual review and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

RENEWED FRAMEWORK PROPERTY LEASE AGREEMENT

The Board announces that the Company entered into the Renewed Framework Property Lease Agreement with San Want on 28 January 2016 in respect of the renewal of the lease of certain properties for a term of one year from 1 January to 31 December 2016.

Date of agreement

28 January 2016

Parties

The Company and San Want

Principal terms of the Renewed Framework Property Lease Agreement

Pursuant to the Renewed Framework Property Lease Agreement, San Want agreed to lease to the Group certain properties with a total gross area of approximately 29,900 square meters for one year commencing from 1 January 2016 and expiring on 31 December 2016. Such properties leased are currently and will continue to be used as the Group's offices in Shanghai. The term of each lease to be entered into under the Renewed Framework Property Lease Agreement will be valid from 1 January 2016 to 31 December 2016. Members of the Group will enter into individual lease agreements for the lease of relevant properties with San Want and/or its subsidiaries according to the terms and conditions set out in the Renewed Framework Property Lease Agreement.

The annual rent payable under the Renewed Framework Property Lease Agreement shall be RMB38,690,000, exclusive of property management fees and/or utility charges, and shall be payable in four equal instalments in cash in advance on a quarterly basis. A deposit of approximately RMB3,224,167, representing one month's rental and the first instalment of RMB9,672,500 are payable upon signing of the Renewed Framework Property Lease Agreement.

Reasons for the Renewed Framework Property Lease Agreement

The Framework Property Lease Agreement relates to the leases of (i) a total gross area of approximately 26,000 square meters at the Shanghai Headquarter Building and (ii) a total gross area of approximately 2,600 square meters at the Shanghai Office. Both properties have been occupied and used by the Group as offices.

Having taken into account the needs of the Group, the Group intends to continue to occupy and use the existing properties. Further, the Group intends to lease from San Want an additional space for approximately 1,300 square meters at the Shanghai Office for the newly established financial shared services centre.

Historical figures and proposed Annual Cap

The total rent incurred by the Group pursuant to the Framework Property Lease Agreement for each of the financial years ended 31 December 2013, 2014 and 2015 was RMB31,122,000, RMB33,909,600 and RMB35,620,800 respectively.

The proposed annual cap of the aggregate rental amount payable by the Group under the

Renewed Framework Property Lease Agreement for the year ending 31 December 2016 is RMB38,690,000. Such annual cap is determined by the Company based on the expected floor areas to be leased from San Want and the rental rates with reference to the market rental rates for the Shanghai Headquarter Building and Shanghai Office as at 16 December 2015 as well as the expected increase in average rental rates at about 3-5% per annum as recommended by an independent professional valuer.

The Board, including the independent non-executive Directors, considers that the terms of the Renewed Framework Property Lease Agreement have been negotiated and arrived at on arm's length basis and on normal commercial terms, and that such terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole and that Renewed Framework Property Lease Agreement was entered into in the ordinary and usual course of the Company's business, and the proposed annual cap is fair and reasonable.

Listing Rules Implications

Mr. Tsai is the controlling shareholder of San Want, therefore San Want is an associate of Mr. Tsai and a connected person of the Company within the meaning of the Listing Rules and the transaction contemplated under the Renewed Framework Property Lease Agreement constitutes a continuing connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios under the Listing Rules in respect of the Renewed Framework Property Lease Agreement is, on an annual basis, more than 0.1% but less than 5%, the transaction contemplated thereunder will be subject to the reporting, annual review and announcement requirements but is exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to the relevant requirements under the Listing Rules and the Articles of Association of the Company, Mr. Tsai, Mr. Tsai Shao-Chung, Mr. Tsai Wang-Chia, Mr. Liao Ching-Tsun, Mr. Huang Yung-Sung, Mr. Maki Haruo and Mr. Cheng Wen-Hsien are considered to have an interest in the transaction contemplated under the Renewed Framework Property Lease Agreement. Accordingly, all of the above-named Directors (other than Mr. Maki Haruo who was absent) abstained from voting on the Board resolutions approving the transaction.

DEFINITIONS

In this announcement, the following words and expressions shall have the following meanings unless the context requires otherwise:

“Board”	the board of Directors of the Company
“Company”	Want Want China Holdings Limited, a company incorporated as an exempt company with limited liability under the law of the Cayman Islands, whose principal activity is investment holding and the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Framework Property Lease Agreement”	the framework property lease agreement dated 18 December 2012 entered into between the Company and San Want
“Group”	the Company and its subsidiaries, whose principal business activities are the manufacturing, distribution and sale of rice crackers, dairy products and beverages, snack foods and other products
“HKHL”	Hot-Kid Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling shareholder of the Company with approximately 31.35% interest in the issued share capital of the Company and beneficially owned by Mr. Tsai
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Tsai”	Mr. TSAI Eng-Meng, the chairman, chief executive officer, an executive Director and the controlling shareholder of the Company, and the beneficial owner of both HKHL and Norwares
“Norwares”	Norwares Overseas Inc., a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company with approximately 16.56% interest in the issued share capital of the Company and beneficially owned by Mr. Tsai

“percentage ratio(s)”	has the meaning ascribed thereto under the Listing Rules
“PRC”	the People’s Republic of China
“Renewed Framework Property Lease Agreement”	the renewed framework property lease agreement dated 28 January 2016 entered into between the Company and San Want, pursuant to which San Want agreed to lease certain properties to the Group for use as the Group’s offices from 1 January 2016 to 31 December 2016 (both dates inclusive)
“RMB”	Renminbi yuan, the lawful currency of the PRC
“San Want”	San Want Holdings Limited, a company incorporated in Barbados with limited liability, and its subsidiaries and whose principal business activities are the operation of hospital, hotel and property businesses and other investments
“Shanghai Headquarter Building”	Property located at No.1088 East Hong Song Road, Shanghai, PRC
“Shanghai Office”	Property located at No.558 Hong Xu Road, Shanghai, PRC
“Share(s)”	ordinary share(s) with nominal value of US\$0.02 each in the issued share capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Want Want China Holdings Limited
TSAI Eng-Meng
Chairman

Hong Kong, 28 January 2016

As at the date of this announcement, the executive Directors are Mr. TSAI Eng-Meng, Mr. LIAO Ching-Tsun, Mr. TSAI Wang-Chia, Mr. CHU Chi-Wen, Mr. CHAN Yu-Feng and Mr. HUANG Yung-Sung; the non-executive Directors are Mr. TSAI Shao-Chung, Mr. MAKI Haruo and Mr. CHENG Wen-Hsien; and the independent non-executive Directors are Mr. TOH David Ka Hock, Dr. PEI Kerwei, Mr. CHIEN Wen-Guey, Mr. LEE Kwang-Chou and Dr. KAO Ruey-Bin.