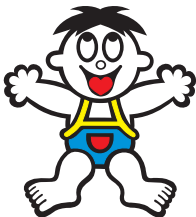


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## **WANT WANT CHINA HOLDINGS LIMITED**

**中國旺旺控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0151)**

### **CONNECTED TRANSACTION ACQUISITION OF ASSETS**

The Board is pleased to announce that on December 29, 2008, the Purchaser and the Vendor entered into the Asset Transfer Agreement, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Office Furniture and Equipment for a cash consideration of RMB24,225,463.50.

The Purchaser is currently owned as to 99.87% by the Company, whereas the Vendor is a wholly-owned subsidiary of San Want. Mr. Tsai, the Chairman and Chief Executive Officer and an executive Director of the Company, is the beneficial owner of HKHL, which in turn is a substantial shareholder of the Company holding approximately 30.44% of the issued share capital of the Company. Mr. Tsai is also the controlling shareholder of San Want. As such, the Vendor is a connected person of the Company within the meaning of the Listing Rules and the Asset Transfer under the Asset Transfer Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios set out in the Listing Rules for the Asset Transfer are less than 2.5%, the Asset Transfer is only subject to reporting and announcement requirements and is exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules. Details of the transaction under the Asset Transfer Agreement will be included in the next annual report of the Company.

## THE ASSET TRANSFER AGREEMENT

**Date:** December 29, 2008

**Parties:** (1) The Vendor, a wholly-owned subsidiary of San Want  
(2) The Purchaser, indirectly owned as to 99.87% by the Company

**Transaction:** Pursuant to the Asset Transfer Agreement, the Purchaser agreed to purchase and the Vendor agreed to sell the Office Furniture and Equipment. The Office Furniture and Equipment are owned by the Vendor and were acquired by the Vendor at a total purchase cost of RMB47,932,693.23. According to the unaudited accounts of the Vendor, the total net book value of the Office Furniture and Equipment as at November 30, 2008 was approximately RMB 24,874,191.23.

**Consideration:** The Consideration for the Office Furniture and Equipment is RMB24,225,463.50 and is payable in cash by the Purchaser.

The Consideration was arrived at after arm's length negotiations between the parties and on normal commercial terms. The Consideration was determined by reference to the valuation report prepared by Shanghai Xin Cheng Assets Appraise Co., Ltd (上海莘城資產評估有限責任公司), an independent professional valuer in the PRC. According to the valuation report, the value of the Office Furniture and Equipment as at November 30, 2008 amounted to RMB24,225,463.50, such amount was determined by using the replacement cost approach.

The Consideration will be paid by the Purchaser from its internal resources.

**Completion:** The Vendor shall deliver the Office Furniture and Equipment to the Purchaser within 5 days from the date of the Asset Transfer Agreement.

The Purchaser shall inspect the assets upon delivery and notify the Vendor in writing for any item which is found to be defective within 7 days from the date of delivery.

After acceptance, the Purchaser shall pay the Consideration of RMB24,225,463.50 in cash to the Vendor upon receipt of the invoice from the Vendor.

## REASONS AND BENEFITS FOR THE ASSET TRANSFER

To fulfil the need of the Group's operation, the Group decided to acquire the Office Furniture and Equipment from the Vendor. The Office Furniture and Equipment are currently used by the Group under the Framework Property Lease Agreement. The Company believes that the Asset Transfer will enable the Group to simplify the existing connected transactions between the Group and San Want Group.

Upon completion of the Asset Transfer, the Group will be able to reduce the rental expenses for the

Office Furniture and Equipment for approximately RMB1,400,000.00 per annum.

The Board, including the independent non-executive directors, considers the terms of the Asset Transfer Agreement have been negotiated and arrived at on arm's length basis and on normal commercial terms and that such terms are in the interest of the Company and fair and reasonable as the Shareholders are concerned.

## **INFORMATION ON THE COMPANY, THE VENDOR AND THE PURCHASER**

The Company is an investment holding company. The principal activities of the Group are the manufacturing and distribution of food and beverages.

The principal activities of the Vendor are manufacturing and distribution of food and beverages.

The principal activities of the Purchaser are the provision of consultancy and management services to the Group.

## **LISTING RULES IMPLICATIONS**

The Purchaser is indirectly owned as to 99.87% by the Company. The Vendor is a wholly-owned subsidiary of San Want. Mr. Tsai, the Chairman and Chief Executive Officer and an executive Director of the Company, is the beneficial owner of HKHL, which in turn is a substantial shareholder of the Company holding approximately 30.44% of the issued share capital of the Company. Mr. Tsai is also the controlling shareholder of San Want. As such, the Vendor is a connected person of the Company within the meaning of the Listing Rules and the Asset Transfer under the Asset Transfer Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios set out in the Listing Rules for the Asset Transfer are less than 2.5%, the Asset Transfer is only subject to reporting and announcement requirements and is exempt from independent shareholders' approval requirement under the Listing Rules. Details of the transaction under the Asset Transfer Agreement will be included in the next annual report of the Company.

## **DEFINITIONS**

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

“Asset Transfer”	the transfer of Office Furniture and Equipment pursuant to the Asset Transfer Agreement
“Asset Transfer Agreement”	the asset transfer agreement dated December 29, 2008 entered into between the Purchaser and the Vendor pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Office Furniture and Equipment
“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, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Asset Transfer in accordance with the Asset Transfer Agreement
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration”	RMB24,225,463.50, the consideration for the Office Furniture and Equipment pursuant to the Asset Transfer Agreement
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Equipment”	the office equipment and facilities which are the subject matter to be transferred pursuant to the Asset Transfer Agreement, which includes computers, printers, information technologies equipment and other equipment
“Framework Property Lease Agreement”	framework property lease agreement dated November 20, 2007 entered into between the Company and San Want, pursuant to which San Want agreed to lease certain properties to the Group for use as offices in Shanghai
“Group”	the Company and its subsidiaries
“HKHL”	Hot-Kid Holdings Limited, the controlling shareholder of the Company and a company incorporated in the British Virgin Islands with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Tsai”	Mr. TSAI Eng-Meng, the Chairman and Chief Executive Officer and an executive Director, and the controlling shareholder of HKHL
“Office Furniture”	the office furniture which are the subject matter to be transferred pursuant to the Asset Transfer Agreement, which includes the desks, chairs, cabinets and other furniture for office use
“percentage ratio(s)”	has the meaning ascribed thereto under the Listing Rules
“PRC”	the People’s Republic of China

“Purchaser”	Shanghai Dragon’s Moral Corporate Management Ltd (龍道(上海)企業管理有限公司) (formerly known as Shanghai Dragon’s Moral Consulting Ltd. (上海龍道諮詢有限公司)), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of WWHL
“RMB”	Renminbi yuan, the lawful currency of the PRC
“San Want”	San Want Holdings Limited, a company incorporated in Barbados with limited liability, whose principal activity is investment holding
“San Want Group”	San Want and its subsidiaries
“Share(s)”	Ordinary share(s) with nominal value of US\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Shanghai Fore-Want Foods Ltd. (上海福旺食品有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of San Want
“WWHL”	Want Want Holdings Ltd., a company incorporated in Singapore with limited liability and is currently owned as to 99.87% by the Company

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

Hong Kong, December 29, 2008

*As at the date of this announcement, the executive Directors are Mr. TSAI Eng-Meng, Mr. LIAO Ching-Tsun, Mr. CHU Chi-Wen and Mr. TSAI Shao-Chung, the non-executive Directors are Mr. MAKI Haruo, Mr. TOMITA Mamoru, Mr. LIN Feng-I and Mr. CHENG Wen-Hsien, and the independent non-executive Directors are Mr. TOH David Ka Hock, Mr. PEI Kerwei, Mr. CHIEN Wen-Guey and Mr. LEE Kwang-Chou.*