

IMPORTANT

If you are in any doubt about any contents of this prospectus, you should obtain independent professional advice.

Singapore Food Holdings Limited

新加坡美食控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares : 60,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares : 6,000,000 Shares (subject to reallocation)
Number of Placing Shares : 54,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price : Not more than HK\$1.1 per Offer Share and expected to be not less than HK\$0.9 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund on final pricing)
Nominal value : HK\$0.01 per Share
Stock Code : 8496

Sole Sponsor

ANGLO CHINESE
CORPORATE FINANCE, LIMITED 英高

Joint Global Coordinators, Joint
Bookrunners and Joint Lead Managers

Joint Bookrunners and
Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE FOR INSPECTION" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by an agreement between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date which is expected to be on or about Friday, 8 May, 2020 or such later date as may be agreed by our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and in any event, not later than Monday, 11 May, 2020. The Offer Price will not be more than HK\$1.1 per Offer Share and is expected to be not less than HK\$0.9 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.1 for each Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price finally determined is lower than HK\$1.1 per Offer Share (the maximum Offer Price). If, for any reason, our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by Monday, 11 May, 2020, the Share Offer will not proceed and will lapse.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares and, or the indicative Offer Price range at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of reduction in the number of Offer Shares and, or the indicative Offer Price range will be published on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.proofer.com.sg. Further details are set out in the sections headed "STRUCTURE AND CONDITIONS OF THE SHARE OFFER" and "HOW TO APPLY FOR THE PUBLIC OFFER SHARES" in this prospectus.

Prior to making an investment decision, prospective investors should carefully consider all the information set out in this prospectus, including the risk factors set out in the section headed "RISK FACTORS" in this prospectus.

Prospective investors of the Share Offer should note that the Joint Global Coordinators (for themselves and on behalf of the Underwriters) shall have the absolute discretion to terminate their obligations under the Public Offer Underwriting Agreement by notice in writing to our Company with immediate effect if any of the events set forth in the section headed "UNDERWRITING — Underwriting arrangements and expenses — Public Offer — Grounds for termination" in this prospectus occurs at any time prior to 8:00 a.m. on the Listing Date (which is currently expected to be Monday, 18 May, 2020).

The Offer Shares have not and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with Regulations S of the U.S. Securities Act.

No information on any website forms part of this prospectus.

Wednesday, 29 April, 2020