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**Yum! Brands, Inc.**

*(Incorporated in North Carolina with limited liability)*

**WANDLE INVESTMENTS LIMITED**

*(Incorporated in Hong Kong with limited liability)*



**Little Sheep Group Limited**

**小肥羊集團有限公司**

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

**(Stock Code: 968)**

**JOINT ANNOUNCEMENT**

**PROPOSED PRIVATISATION OF LITTLE SHEEP GROUP LIMITED BY  
WANDLE INVESTMENTS LIMITED,  
AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF YUM! BRANDS, INC.  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)  
AND  
CONDITIONAL OFFER TO CANCEL  
ALL OUTSTANDING SHARE OPTIONS OF  
LITTLE SHEEP GROUP LIMITED**

**SANCTION OF THE SCHEME BY THE GRAND COURT  
AND  
PROPOSED WITHDRAWAL OF LISTING OF  
LITTLE SHEEP SHARES**

**Financial Adviser to the Offeror**

**Goldman  
Sachs**

**Goldman Sachs (Asia) L.L.C.**

**Financial Adviser to the Company**

**BofA Merrill Lynch**

**Merrill Lynch (Asia Pacific) Limited**

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court on Friday, 20 January 2012 (Cayman Islands time). The reduction of the issued share capital of the Company involved in the Scheme was also confirmed by the Grand Court on the same day.

An official copy of the Order of the Grand Court sanctioning the Scheme is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Wednesday, 1 February 2012 (Cayman Islands time).

Subject to the delivery to the Registrar of Companies in the Cayman Islands a copy of the Order of the Grand Court for registration and the fulfilment or waiver, as applicable, of the remaining conditions (d) to (g), (i) and (j) as set out on pages 83 to 84 of the Scheme Document, the Scheme is expected to become effective on Wednesday, 1 February 2012 (Cayman Islands time). A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF LISTING**

The Stock Exchange has approved the withdrawal of the listing of the Little Sheep Shares on the Stock Exchange with effect from 4:00 p.m. on Thursday, 2 February 2012, subject to the Scheme becoming effective.

**Little Sheep Shareholders, Optionholders and/or potential investors in Little Sheep should be aware that the implementation of the Proposal is subject to the satisfaction or waiver, as applicable, of the Conditions as detailed in the Scheme Document and therefore the Scheme may or may not become effective. Little Sheep Shareholders, Optionholders and potential investors should therefore exercise caution when dealing in Little Sheep Shares and options or other rights in respect of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers. The Option Offer is subject to and conditional upon the Scheme becoming effective.**

## **INTRODUCTION**

References are made to (i) the scheme document jointly issued by Wandle Investments Limited (the “**Offeror**”), Yum! Brands, Inc. (“**Yum!**”) and Little Sheep Group Limited (the “**Company**”) to Scheme Shareholders and Optionholders on 13 December 2011 in relation to the proposed privatisation of Little Sheep by way of a scheme of arrangement under Section 86 of the Companies Law (the “**Scheme Document**”); and (ii) the announcement jointly issued by the Offeror, Yum! and the Company on 6 January 2012 in relation to the results of Court Meeting and EGM (the “**Court Meeting and EGM Results Announcement**”). Terms defined in the Scheme Document have the same meanings when used in this announcement.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

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## **GENERAL**

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Court Meeting and EGM Results Announcement.

**Little Sheep Shareholders, Optionholders and/or potential investors in Little Sheep should be aware that the implementation of the Proposal is subject to the satisfaction or waiver, as applicable, of the Conditions as detailed in the Scheme Document and therefore the Scheme may or may not become effective. Little Sheep Shareholders, Optionholders and potential investors should therefore exercise caution when dealing in Little Sheep Shares and options or other rights in respect of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers. The Option Offer is subject to and conditional upon the Scheme becoming effective.**

By Order of the Board of  
**Wandle Investments Limited**  
**Alan Kohn**  
*Director*

By Order of the Board of  
**Yum! Brands, Inc.**  
**Su Jing Shyh Samuel**  
*Director*

By Order of the Board of  
**Little Sheep Group Limited**  
**Zhang Gang**  
*Chairman*

Hong Kong, 26 January 2012

*As at the date of this announcement, the directors of the Offeror are Ms. Donna Marie Heatherly and Mr. Alan Jay Kohn.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Little Sheep Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Little Sheep Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the Little Sheep Group) misleading.*

*As at the date of this announcement, the directors of Yum! are:*

*Executive Directors:  
David C. Novak  
Su Jing Shyh Samuel*

*Independent non-executive Directors:  
David W. Dorman  
Massino Ferragamo  
J. David Grissom  
Bonnie G. Hill  
Robert Holland, Jr.  
Kenneth G. Langone  
Jonathan S. Linen  
Thomas C. Nelson  
Thomas M. Ryan  
Robert D. Walter*

*The directors of Yum! jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Little Sheep Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Little Sheep Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the Little Sheep Group) misleading.*

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:  
Zhang Gang  
Lu Wenbing  
Zhang Zhanhai  
Li Baofang  
Wang Jianhai*

*Non-executive Directors:  
Chen Hongkai  
Su Jing Shyh Samuel  
Koo Benjamin Henry Ho Chung  
Hsieh Hui-yun Lily*

*Independent non-executive Directors:  
Xiang Bing  
Yeung Ka Keung  
Shin Yick, Fabian*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Yum! Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Yum! Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the Yum! Group) misleading.*