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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Shun Ke Long Holdings Limited.*



**XI'AN MINSHENG GROUP CO., LTD.\***  
(西安民生集團股份有限公司)  
*(Incorporated in the People's Republic of China  
with limited liability)*



**CHINA SHUN KE LONG HOLDINGS LIMITED**  
中國順客隆控股有限公司  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 974)**

**CCOOP INTERNATIONAL HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*

## **JOINT ANNOUNCEMENT**

### **SATISFACTION OF ONE OF THE CONDITIONS PRECEDENT TO THE SALE AND PURCHASE AGREEMENT**

#### **Joint financial advisers to the Offeror**



**HONG KONG INTERNATIONAL  
CAPITAL MANAGEMENT LIMITED**



## SATISFACTION OF CONDITION (III) IN THE RULE 3.5 JOINT ANNOUNCEMENT

Reference is made to the joint announcement issued by CCOOP International Holdings Limited (the “**Offeror**”) and China Shun Ke Long Holdings Limited (the “**Company**”) dated 23 January 2017 (the “**Rule 3.5 Joint Announcement**”) in relation to, among other things, the sale and purchase of shares of the Company and the possible mandatory unconditional cash offer by Dakin Securities Limited for and on behalf of the Offeror to acquire all the issued shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror). Unless otherwise defined herein, terms used in this joint announcement shall have the same meanings as those defined in the Rule 3.5 Joint Announcement.

As disclosed in the section headed “THE SALE AND PURCHASE AGREEMENT – Conditions” in the Rule 3.5 Joint Announcement, the Completion of the Sale and Purchase Agreement and the making of Offer are subject to the satisfaction, or where applicable, waiver of the Conditions.

The Company was informed by the Offeror that one of the Conditions, being Condition (iii) in the Rule 3.5 Joint Announcement, was satisfied on 13 February 2017.

The full text of Condition (iii) is reproduced below:

*“(if necessary) the Sale and Purchase Agreement and the transactions contemplated thereunder and the Offer having been approved by the shareholders of Xi’an Minsheng in accordance with the listing rules of the Shenzhen Stock Exchange and other applicable rules and regulations (including but not limited to the relevant resolution having been passed by the shareholders of Xi’an Minsheng at a shareholders’ meeting)”.*

**WARNING: The making of the Offer is subject to Completion which in turn is subject to satisfaction and/or waiver of the Conditions contained in the Sale and Purchase Agreement. The Offer therefore may or may not be made. The Shareholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Shareholders and potential investors of the Company of the possibility that the Offer may be made.**

By order of the Board  
**CCOOP International Holdings Limited**  
**He Jia Fu and Wang Fu Lin**  
*Directors*

By order of the Board  
**China Shun Ke Long Holdings Limited**  
**Lao Songsheng**  
*Chairman*

Hong Kong, 13 February 2017

*As at the date of this joint announcement, the executive Directors are Mr. Lao Songsheng, Ms. Wang Yanfen and Mr. Wu Zhaohui; the non-executive Directors are Mr. Chen Yijian, Ms. Lao Weiping and Ms. Zhang Bei; and the independent non-executive Directors are Mr. Guan Shiping, Mr. Sun Hong and Mr. Shin Yick Fabian.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror or any of its associates or any parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror or any of its associates or any parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are He Jia Fu and Wang Fu Lin.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group, the Vendors, the Guarantor, Ever Prosperous and Shun Ao or any of their associates or any parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendors, the Guarantor, Ever Prosperous and Shun Ao or any of their associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of Xi'an Minsheng are Jiang Jie, Feng Guoguang, Han Wei, He Jia Fu, Chen Rijin, Bai Yongxiu and Wu Xiaoling.*

*The directors of Xi'an Minsheng jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group, the Vendors, the Guarantor, Ever Prosperous and Shun Ao or any of their associates or any parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendors, the Guarantor, Ever Prosperous and Shun Ao or any of their associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*\* For identification purposes only*