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CCOOP GROUP CO., LTD*

(供銷大集集團股份有限公司)

(formerly known as 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

DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO THE MANDATORY UNCONDITIONAL CASH OFFER BY

**DAKIN SECURITIES LIMITED ON BEHALF OF
CCOOP INTERNATIONAL HOLDINGS LIMITED**

**TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF
CHINA SHUN KE LONG HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO
BE ACQUIRED BY CCOOP INTERNATIONAL HOLDINGS LIMITED)**

Joint financial advisers to the Offeror



**HONG KONG INTERNATIONAL
CAPITAL MANAGEMENT LIMITED**



Financial adviser to the Company



INTRODUCTION

References are made to (i) 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 Offer; (ii) the joint announcement issued by the Offeror and the Company dated 13 February 2017 in relation to the satisfaction of one of the conditions to the Sale and Purchase Agreement; (iii) the joint announcements issued by the Offeror and the Company dated 13 March 2017 and 13 April 2017 in relation to the progress updates of the Offer; (iv) the joint announcement issued by the Offeror and the Company dated 12 May 2017 in relation to, among other things, completion of the Sale and Purchase Agreement; and (v) the composite offer and response document jointly issued by the Offeror, CCOOP Group and the Company dated 19 May 2017 (the “**Composite Document**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms and conditions of the Offer); (ii) a letter from Dakin Securities to the Offer Shareholders in respect of the Offer; (iii) a letter from the Board to the Offer Shareholders in respect of the Offer; (iv) a letter from the Independent Board Committee to the Offer Shareholders in respect of the Offer; and (v) a letter from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance, has been despatched to the Offer Shareholders on 19 May 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable for the Offer is set out below, which is indicative only and may be subject to change. Further announcement(s) will be made jointly by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all times and dates set out below refer to Hong Kong times and dates.

Despatch date of the Composite Document and
the accompanying Form of Acceptance and
the commencement of the Offer (*Note 1*) Friday, 19 May 2017

Latest time and date for acceptance
of the Offer (*Note 2 and 4*) 4:00 p.m. on Friday,
9 June 2017

First Closing Date (*Note 2*) Friday, 9 June 2017

Announcement of the results of the Offer

as at the First Closing Date, or as to whether
the Offer has been revised or extended,

on the website of the Stock Exchange (*Note 2*) By 7:00 p.m. on Friday,
9 June 2017

Latest date for posting of remittances to

Offer Shareholders for the amounts due under
the Offer in respect of valid acceptances received

under the Offer (*Note 3*) Tuesday, 20 June 2017

Notes:

1. The Offer, which is unconditional in all respects, is made on Friday, 19 May 2017, being the Despatch Date, and is capable of acceptance on and from that date until the First Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document was posted. The latest time and date for acceptance of the Offer is 4:00 p.m. (Hong Kong time) on Friday, 9 June 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued through the website of the Stock Exchange by 7:00 p.m. (Hong Kong time) on Friday, 9 June 2017 stating whether the Offer has been extended or revised or has expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Offer Shareholders who have not yet accepted the Offer.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable Share certificates) payable for the Offer Shares tendered under the Offer will be made to the Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance together with all the valid requisite documents from the Offer Shareholders accepting the Offer.

4. If there is a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will remain at 4:00 p.m. (Hong Kong time) on the same day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon (Hong Kong time) and 4:00 p.m. (Hong Kong time) on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. (Hong Kong time) on the following Business Day.

WARNING

Offer Shareholders are advised to read the Composite Document and the Form of Acceptance carefully, including the advice from the Independent Board Committee and the Independent Financial Adviser, before deciding whether or not to accept the Offer.

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.

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, 19 May 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 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 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 CCOOP Group Co., Ltd are Jiang Jie, Feng Guoguang, He Jia Fu, Han Wei, Chen Rijin, Bai Yongxiu and Wu Xiaoling.

The directors of CCOOP Group Co., Ltd 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 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 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*