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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

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY  
DAKIN SECURITIES LIMITED ON BEHALF OF  
CCOOP INTERNATIONAL HOLDINGS LIMITED  
TO ACQUIRE ALL OF 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);**

**(2) RESULTS OF THE OFFER;**

**AND**

**(3) SUSPENSION OF TRADING**

**Joint financial advisers to the Offeror**



**HONG KONG INTERNATIONAL  
CAPITAL MANAGEMENT LIMITED**

**Financial adviser to the Company**



**Independent Financial Adviser to the Independent Board Committee of  
China Shun Ke Long Holdings Limited**



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 12 May 2017 in relation to, among other things, Completion; and (iii) the composite offer and response document jointly issued by the Offeror, CCOOP Group and the Company dated 19 May 2017 (the “**Composite Offer Document**”). Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as defined in the Composite Offer Document.

## **CLOSE OF THE OFFER**

The Offer made by Dakin Securities on behalf of the Offeror closed at 4:00 p.m. on 9 June 2017. The Offer has not been revised or extended.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on 9 June 2017, being the latest time and date for acceptance of the Offer, the Offeror has received valid acceptances in respect of a total of 74,425,717 Offer Shares, representing approximately 25.62% of the issued Shares as at the date of this joint announcement. Taking into account the valid acceptances in respect of 74,425,717 Offer Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 236,518,317 Shares, representing approximately 81.43% of the issued Shares as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

A cheque for the amount due to the relevant accepting Independent Shareholder, less seller’s ad valorem stamp duty (if any) payable by the relevant accepting Independent Shareholder and if applicable, the fees payable to the Registrar in respect of lost or unavailable Share certificates, will be despatched to the relevant accepting Independent Shareholder by ordinary post at his/her/its own risk as soon as possible, but in any event within seven business days (as defined in the Takeovers Code) after the date on which all relevant documents are received by the Registrar to render such acceptance complete and valid.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before the commencement of the Offer Period on 12 December 2016, the Offeror and parties acting in concert with it did not own, control or direct any Shares or any convertible securities, warrants or options in the Company.

Immediately after the completion of the Sale and Purchase Agreement but prior to the making of the Offer, the Offeror and parties acting in concert with it were interested in 162,092,600 Shares, representing approximately 55.80% of the then issued Shares. Immediately after the close of the Offer, and taking into account the valid acceptances in respect of 74,425,717 Shares under the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 236,518,317 Shares, representing approximately 81.43% of the issued Shares as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the completion of the Sale and Purchase Agreement; and (ii) immediately after the close of the Offer (assuming valid acceptances in respect of 74,425,717 Shares under the Offer) and as at the date of this joint announcement:

	<b>Immediately after Completion</b>		<b>Immediately after the close of the Offer (assuming valid acceptances in respect of 74,425,717 Shares under the Offer) and as at the date of this joint announcement</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Offeror and its parties acting in concert with it	162,092,600	55.80	236,518,317	81.43
Shun Ao ( <i>Note 1</i> )	12,892,000	4.44	12,892,000	4.44
Golden Prime ( <i>Note 2</i> )	25,988,000	8.95	25,988,000	8.95
Xing Nong	–	–	–	–
Jian Nong	–	–	–	–
Other Shareholders ( <i>Note 3</i> )	89,484,400	30.81	15,058,683	5.18
Total	<u>290,457,000</u>	<u>100.00</u>	<u>290,457,000</u>	<u>100.00</u>

*Notes:*

1. As at the date of this joint announcement, Shun Ao was wholly-owned by Ever Prosperous, in which its entire issued share capital was owned by Mr. Lao Songsheng.
2. As at the date of this joint announcement, Golden Prime had 45 individual shareholders, including Mr. Lao Songsheng who was interested in approximately 34.6% of its issued share capital, Ms. Wang Yanfen who was interested in approximately 3.3% of its issued share capital, Mr. Wu Zhaohui who was interested in approximately 0.6% of its issued share capital, Mr. Chen Yijian who was interested in approximately 5.8% of its issued share capital, Ms. Lao Weiping who was interested in approximately 4.4% of its issued share capital and Ms. Zhang Bei who was interested in approximately 0.9% of its issued share capital. Each of the other shareholders was interested in less than 5.0% of its issued share capital.
3. Immediately after Completion, other Shareholders comprised Ms. Lao Weiping, a non-executive Director, who held 1,000 Shares (approximately 0.0003% of total number of issued Shares), and public Shareholders, which held 89,483,400 Shares (approximately 30.81% of total number of issued Shares) in aggregate. Immediately after the close of the Offer (assuming valid acceptances in respect of 74,425,717 Shares under the Offer) and as at the date of this joint announcement, other Shareholders comprised Ms. Lao Weiping, who held 1,000 Shares (approximately 0.0003% of total number of issued Shares), and public Shareholders, which held 15,057,683 Shares (approximately 5.18% of total number of issued Shares) in aggregate.

## **PUBLIC FLOAT**

As disclosed in the shareholding table above, immediately following the close of the Offer, subject to the due registration by the Registrar of the transfer of the Shares in respect of which valid acceptances were received, 15,057,683 Shares, representing approximately 5.18% of the issued Shares as at the date of this joint announcement, are held by the public (as defined in the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. The Offeror has undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. An application will be made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period of three months commencing from the date of this joint announcement.

The Offeror and the Company will take appropriate steps as soon as practicable to restore the required minimum public float under the Listing Rules. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

## SUSPENSION OF TRADING

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the Shares will be suspended from 9:00 a.m. on 12 June 2017 since the percentage of public float falls below 15% following the close of the Offer. Further announcement(s) will be made by the Company regarding restoration of public float and resumption of trading in the Shares as soon as possible.

At the request of the Company, trading in the Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on 12 June 2017.

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, 9 June 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 CCOOP Group are Jiang Jie, Feng Guoguang, Han Wei, He Jia Fu, Chen Rijin, Bai Yongxiu and Wu Xiaoling.*

*The directors of CCOOP Group 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*