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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**

**MANDATORY UNCONDITIONAL CASH OFFER BY  
DAKIN SECURITIES LIMITED ON BEHALF OF  
CCOOP INTERNATIONAL HOLDINGS LIMITED  
TO ACQUIRE ALL OF THE ISSUED SHARES OF  
CHINA SHUN KE LONG HOLDINGS LIMITED (OTHER THAN  
THOSE SHARES ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY CCOOP INTERNATIONAL HOLDINGS LIMITED)**

## **PROGRESS UPDATE**

**Joint financial advisers to the Offeror**



**HONG KONG INTERNATIONAL  
CAPITAL MANAGEMENT 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; and (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. Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as defined in the Rule 3.5 Joint Announcement.

## **PROGRESS UPDATE ON THE OFFER**

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 Offeror and the Company have been working towards the satisfaction of the Conditions, including, among others, making an application to MOFCOM under the Anti-Monopoly Law of the PRC, filing the requisite submission and making the requisite registration or notification to the relevant governmental authorities.

The Company was informed by the Offeror that subsequent to the passing of a special resolution in relation to the change of company name of Xi’an Minsheng by its shareholders at the extraordinary general meeting held on 23 January 2017, the English name of Xi’an Minsheng has been changed from “Xi’an Minsheng Group Co., Ltd”\* to “CCOOP Group Co., Ltd”\*, and the Chinese name has been changed from “西安民生集團股份有限公司” to “供銷大集集團股份有限公司”. A new business licence was issued by Xi’an Administration for Industry and Commerce (西安市工商行政管理局) on 23 February 2017, effecting the change of company name of Xi’an Minsheng.

Until the despatch of the Composite Offer Document, the Offeror and/or the Company will make regular announcements about any material developments relating to the Offer. Further announcement(s) will be made setting out the latest status of the transaction as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

## **DESPATCH OF THE COMPOSITE OFFER DOCUMENT**

The Offeror has applied to the Executive and the Executive has granted its consent to an extension of time to despatch the Composite Offer Document to a date falling within seven days after Completion or 6 July 2017, whichever is the earlier.

A detailed timetable of the Offer will be set out in the Composite Offer Document and in the joint announcement to be made by the Offeror and the Company upon the despatch of the Composite Offer Document.

**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 March 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 Co., Ltd\* are Jiang Jie, Feng Guoguang, Han Wei, He Jia Fu, 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, 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*