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## **SanXing Trade Co., Ltd.**

*(Incorporated in Mauritius with limited liability)*

## **CHANGSHOUHUA FOOD COMPANY LIMITED**

**長壽花食品股份有限公司**

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

**(Stock code: 1006)**

### **JOINT ANNOUNCEMENT**

- (1) PROPOSAL FOR THE PRIVATISATION OF CHANGSHOUHUA FOOD COMPANY LIMITED BY SANXING TRADE CO., LTD. BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)**
- (2) PROPOSED WITHDRAWAL OF LISTING OF CHANGSHOUHUA FOOD COMPANY LIMITED**
- (3) SANCTION OF THE SCHEME BY THE GRAND COURT  
AND**
- (4) PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



### **INTRODUCTION**

References are made to (i) the scheme document jointly issued by Changshouhua Food Company Limited (the “**Company**”) and SanXing Trade Co., Ltd. (the “**Offeror**”) on 27 October 2020 (the “**Scheme Document**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Law

and the proposed withdrawal of listing of the Company and (ii) the joint announcement issued by the Company and the Offeror on 19 November 2020 in relation to the results of the Court Meeting and the Extraordinary General Meeting (the “**Results Announcement**”).

Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Scheme Document.

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

The Scheme was sanctioned without modification and any reduction of capital of the Company associated with the cancellation of the Scheme Shares pursuant to the Scheme was confirmed by the Grand Court on Monday, 30 November 2020 (Cayman Islands time).

A copy of the order of the Grand Court sanctioning the Scheme and confirming any reduction of the issued share capital of the Company is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 3 December 2020 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE**

Subject to the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court for registration, which is expected to take place on Thursday, 3 December 2020 (Cayman Islands time), the Scheme is expected to become effective on Thursday, 3 December 2020 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF LISTING**

Subject to the Scheme becoming effective, the listing of the Shares on the Stock Exchange is expected to be withdrawn at 9:00 a.m. on Monday, 7 December 2020 (Hong Kong time).

## **GENERAL**

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

## **WARNINGS**

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become**

**effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the Board of  
**SanXing Trade Co., Ltd.**  
**Wang Mingxing**  
*Director*

By order of the Board of  
**Changshouhua Food Company Limited**  
**Wang Mingxing**  
*Chairman*

Hong Kong, 1 December 2020

*As at the date of this joint announcement, the directors of the Offeror are Mr. Wang Mingxing and Mr. Yang Pengfei.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and Cinda Group) 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 Group and Cinda Group) 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 Shandong Sanxing are Mr. Wang Mingfeng, Mr. Wang Mingxing and Mr. Wang Mingliang.*

*The directors of Shandong Sanxing jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and Cinda Group) 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 Group and Cinda Group) 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 investment committee of Cinda Fund consists of five members, namely Mr. Li Shuo, Mr. Wang Chuanwei, Mr. Yang Pengfei, Mr. Zhang Lei and Mr. Wang Mingxing.*

*The members of the investment committee of Cinda Fund jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to Cinda Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Cinda Group 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 of this joint announcement, the Board consists of five executive Directors, namely Mr. Wang Mingxing, Mr. Wang Mingfeng, Mr. Wang Mingliang, Mr. Cheng Wenming and Mr. Ren Zaishun, and three independent non-executive Directors, namely Mr. Wang Aiguo, Mr. Wang Ruiyuan and Mr. Liu Shusong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Group 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.*