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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) EFFECTIVE DATE OF THE SCHEME**
- (4) WITHDRAWAL OF LISTING  
AND**
- (5) DESPATCH OF CHEQUES UNDER THE SCHEME**

**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, (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 and (iii) the joint announcement issued by the Company and the Offeror on 1 December 2020 in relation to the sanction of the Scheme by the Grand Court.

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

## **EFFECTIVE DATE OF THE SCHEME**

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 was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 3 December 2020 (Cayman Islands time) and the registration became effective on Thursday, 3 December 2020 (Cayman Islands time). All the Conditions of the Proposal and the Scheme as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, 3 December 2020 (Cayman Islands time).

## **WITHDRAWAL OF LISTING**

It is expected that the listing of the Shares on the Stock Exchange will be withdrawn at 9:00 a.m. on Monday, 7 December 2020 (Hong Kong time).

## **DESPATCH OF CHEQUES UNDER THE SCHEME**

Cheques for payment of the Cancellation Price under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event no later than Monday, 14 December 2020.

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, 4 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.*