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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of ZHEJIANG YONGLONG ENTERPRISES CO., LTD.**



浙江永利實業集團有限公司
ZHEJIANG YONGLI
INDUSTRY GROUP
CO., LTD.*
*(Incorporated in the PRC
with limited liability)*

金譽投資控股有限公司
GOLDFAME INVESTMENT
HOLDINGS LIMITED
*(Incorporated in the BVI
with limited liability)*



浙江永隆實業股份有限公司
ZHEJIANG YONGLONG
ENTERPRISES CO., LTD.*
*(a joint stock limited company
incorporated in the People's
Republic of China)
(Stock Code: 8211)*

JOINT ANNOUNCEMENT

DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO

(1) MANDATORY UNCONDITIONAL CASH OFFER

BY PARTNERS CAPITAL INTERNATIONAL LIMITED

ON BEHALF OF GOLDFAME INVESTMENT HOLDINGS LIMITED

FOR ALL THE ISSUED H SHARES IN

ZHEJIANG YONGLONG ENTERPRISES CO., LTD.* (OTHER THAN

THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY

ZHEJIANG YONGLI AND PARTIES ACTING IN CONCERT WITH IT)

AND

(2) MANDATORY UNCONDITIONAL CASH OFFER

BY ZHEJIANG YONGLI FOR ALL THE ISSUED DOMESTIC SHARES IN

ZHEJIANG YONGLONG ENTERPRISES CO., LTD.*

Financial Adviser to Goldfame Investment
Holdings Limited



博大資本國際有限公司
Partners Capital International Limited

Financial Adviser to Zhejiang Yonglong
Enterprises Co., Ltd.*



川盟融資有限公司
Chanceton Capital Partners Limited

The Composite Document containing, inter alia, detailed terms of the Share Offers, the expected timetable in respect of the Share Offers, a letter from Zhejiang Yongli, a letter from Partners Capital, a letter from the Board, a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders and a letter from the Independent Financial Adviser setting out its advice to the Independent Board Committee in respect of the Share Offers, together with the Form(s) of Acceptance has been despatched to the Shareholders on 25 April 2012.

Independent Shareholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offers, before deciding whether or not to accept the Share Offers.

Reference is made to the announcements jointly issued by Zhejiang Yongli, Goldfame Investment and the Company dated 21 March 2012 and 11 April 2012 respectively (the “**Joint Announcements**”) and the composite document jointly issued by Zhejiang Yongli, Goldfame Investment and the Company dated 25 April 2012 (the “**Composite Document**”). Capitalized terms used in this joint announcement shall have the same meanings as those defined in the Composite Document, unless the context herein requires otherwise.

CLARIFICATION ON THE JOINT ANNOUNCEMENT DATED 21 MARCH 2012

The Board and the Offeror Group would like to clarify some information contained in the Joint Announcement dated 21 March 2012 that:

(i) As disclosed under the section headed “THE SHARE OFFERS”, the first paragraph should be:

“Prior to the Share Transfer, Zhejiang Yongli was interested in 310,000,000 Domestic Shares, representing approximately 29.15% of the entire issued share capital of the Company. After the Share Transfer and as at the date of this joint announcement, Zhejiang Yongli became interested in an aggregate of 550,000,000 Domestic Shares, representing approximately 51.72% of the entire issued share capital of the Company. As a result of the entering into of the Agreement and given Mr. Sun Jian Feng, a Director, is the spouse of Ms. Chen, Mr. Sun Jian Feng, who is interested in 5,880,000 Domestic Shares as at the date of this joint announcement, is deemed to be a party acting in concert with Zhejiang Yongli. Accordingly, prior to the Share Transfer, Zhejiang Yongli and parties acting in concert with it were interested in 315,880,000 Domestic Shares, representing approximately 29.70% of the entire issued share capital of the Company and as at the date of this joint announcement, Zhejiang Yongli and parties acting in concert with it, which have no options, warrants, convertibles or other derivatives in respect of the Shares, became interested in an aggregate of 555,880,000 Domestic Shares, representing approximately 52.27% of the entire issued share capital of the Company.”

- (ii) As disclosed in the first paragraph of the section headed “Dealing and interest in the Company’s securities”, the last sentence should be:

“Save for the 310,000,000 Domestic Shares beneficially owned by Zhejiang Yongli, the Share Transfer and 5,880,000 Domestic Share beneficially owned by Mr. Sun Jian Feng, the Offeror Group does not hold, own or control any Shares, convertible securities, warrants or options as at the date of this joint announcement.”

- (iii) As disclosed under the section headed “SHAREHOLDING STRUCTURE OF THE COMPANY”, it should be:

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) immediately prior to the Share Transfer, and (ii) as at the date of this joint announcement.

Name of Shareholder	Immediately prior to the Share Transfer		As at the date of this joint announcement	
	Number of shares	Approximate %	Number of shares	Approximate %
Domestic Shares				
The Offeror Group and parties acting in concert:				
Zhejiang Yongli	310,000,000	29.15	550,000,000	51.72
Mr. Sun Jian Feng	5,880,000	0.55	5,880,000	0.55
Sub-total	315,880,000	29.70	555,880,000	52.27
Mr. Sun	72,200,000	6.79	12,200,000	1.15
Mrs. Sun	182,280,000	17.14	2,280,000	0.21
Remaining Domestic Shareholders	17,640,000	1.66	17,640,000	1.66
Sub-total	588,000,000	55.29	588,000,000	55.29
H Shares				
Wing Hing Holdings (HK) Investment Limited				
	208,540,000	19.61	208,540,000	19.61
Public Shareholders	266,960,000	25.10	266,960,000	25.10
Sub-total	475,500,000	44.71	475,500,000	44.71
Total	1,063,500,000	100.00	1,063,500,000	100.00

Save as disclosed herein, the Company has no other relevant securities (as defined in Note 4 to Rule 22 under the Takeovers Code) in issue.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, inter alia, detailed terms of the Share Offers, the expected timetable in respect of the Share Offers, a letter from Zhejiang Yongli, a letter from Partners Capital, a letter from the Board, a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders and a letter from the Independent Financial Adviser setting out its advice to the Independent Board Committee in respect of the Share Offers, together with the Form(s) of Acceptance, has been despatched to the Shareholders on 25 April 2012.

Independent Shareholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offers, before deciding whether or not to accept the Share Offers.

EXPECTED TIMETABLE OF THE SHARE OFFERS

The Share Offers will be opened for acceptance from Wednesday, 25 April 2012 and will be closed at 4:00 p.m. on Wednesday, 16 May 2012 unless the Offeror Group revises or extends the Share Offers in accordance with the Takeovers Code, in which case, announcement will be made as and when appropriate.

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by Zhejiang Yongli, Goldfame Investment and the Company.

2012

Despatch date of the Composite Document and commencement date of the Share Offers (<i>Note 1</i>)	Wednesday, 25th April
Latest time and date for acceptance of the Share Offers (<i>Note 2</i>)	4:00 p.m. on Wednesday, 16th May
Closing Date (<i>Note 2</i>)	Wednesday, 16th May
Announcement of the results of the Share Offers (or its extension or revision, if any), to be posted on the website of the Stock Exchange (<i>Note 2</i>)	no later than 7:00 p.m. on Wednesday, 16th May
Latest date for posting of remittances in respect of valid acceptances received under the Share Offers (<i>Note 3</i>)	Friday, 25th May

Notes:

1. The Share Offers, which are unconditional, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
2. The latest time and date for acceptance will be at 4:00 p.m. on Wednesday, 16th May 2012 unless the Offeror Group revises or extends the Share Offers in accordance with the Takeovers Code. Zhejiang Yongli, Goldfame Investment and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Wednesday, 16th May 2012 stating whether the Share Offers have been extended, revised or have expired. In the event that the Offeror Group decides to extend the Share Offers, at least 14 days' notice in writing will be given before the Share Offers are closed to those Independent Shareholders who have not accepted the Share Offers.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) (in respect of H Shares) payable for the Shares tendered under the Share Offers will be despatched to the Independent Shareholders accepting the Share Offers by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of duly completed acceptances together with relevant documents of title (in respect of the H Shares) or approval(s) of the relevant PRC authorities (in respect of Domestic Shares) are received by the Registrar or Zhejiang Yongli to render each such acceptance complete and valid in accordance with the Takeovers Code. Acceptance of the Share Offers shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.

All references to date and time contained in the Composite Document refer to Hong Kong date and time.

For and on behalf of
**Zhejiang Yongli Industry
Group Co., Ltd.***
Zhou Yongli
Chairman

For and on behalf of
**Goldfame Investment
Holdings Limited**
Chen Yen Yung
Sole director

By Order of the Board
**Zhejiang Yonglong
Enterprises Co., Ltd.***
Ru Guan Jun
Chairman

25 April 2012, Zhejiang, the PRC

As at the date of this announcement, the executive Directors are Mr. Ru Guan Jun, Mr. Xia Xian Fu, Mr. Sun Jian Feng and Mr. Xia Xue Nian; the independent non-executive Directors are Mr. Zhu Yu Lin, Mr. Zong Pei Min and Mr. Lu Guo Qing.

As at the date of this joint announcement, the directors of Zhejiang Yongli are Mr. Zhou Yongli, Ms. Xia Wanmei, Ms. He Yahua, Ms. Gao Ping and Mr. Xia Xianfu.

As at the date of this joint announcement, the sole director of Goldfame Investment is Ms. Chen Yen Yung.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information in relation to Zhejiang Yongli and Goldfame Investment) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.

All directors of Zhejiang Yongli jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Company and Goldfame Investment) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the Directors and the director of Goldfame Investment) in this joint announcement 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.

The sole director of Goldfame Investment accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Company and Zhejiang Yongli) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions (other than those expressed by the Directors and the directors of Zhejiang Yongli) expressed in this joint announcement 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.

This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days from the date of its publication and the website of the Company at <http://www.zj-yonglong.com>.

** For identification purposes only*