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FALCON HOLDING LP

(limited partnership formed in the Cayman Islands)

SHANDONG FENGXIANG CO., LTD.

山東鳳祥股份有限公司 (A joint stock company incorporated in the People's Republic of China with limited liability) (Stock code: 9977)

JOINT ANNOUNCEMENT

POLL RESULTS OF THE GENERAL MEETING AND THE H SHARE CLASS MEETING: **RESULTS OF VALID ACCEPTANCES RECEIVED FOR THE OFFERS** AS AT THE FIRST CLOSING DATE; AND **EXTENSION OF THE OFFERS** (1) UNCONDITIONAL MANDATORY CASH OFFER BY CMB INTERNATIONAL CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR ALL THE ISSUED H SHARES IN SHANDONG FENGXIANG (OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO BE ACOUIRED BY THE OFFEROR); (2) UNCONDITIONAL MANDATORY CASH OFFER BY THE OFFEROR FOR ALL THE ISSUED DOMESTIC SHARES IN SHANDONG FENGXIANG (OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO BE ACOUIRED BY THE OFFEROR): (3) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING **OF THE H SHARES OF SHANDONG FENGXIANG; AND** (4) LAPSE OF DELISTING PROPOSAL

Financial adviser to the Offeror

Financial adviser to Shandong Fengxiang



金融有限公司
 OCTAL Capital Limited

References are made to (i) the announcements dated 28 October 2022, 17 November 2022, 20 December 2022, 28 December 2022 and 13 January 2023 jointly issued by Falcon Holding LP (the "**Offeror**") and Shandong Fengxiang Co., Ltd. ("**Shandong Fengxiang**"); (ii) the composite offer and response document dated 28 December 2022 (the "**Composite Document**") jointly issued by the Offeror and Shandong Fengxiang in relation to the Offers and the Delisting Resolution; and (iii) the supplemental

circular dated 3 January 2023 (the "**Supplemental Circular**") issued by Shandong Fengxiang in relation to the election of the fifth session of the Board of Directors and the Board of Supervisors. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Composite Document and the Supplemental Circular.

THE GENERAL MEETING AND THE H SHARE CLASS MEETING

The Offeror and Shandong Fengxiang are pleased to announce that the General Meeting and the H Share Class Meeting were held at 3rd Floor, GMK Building, Xiangguang ECO-Industrial Park, Yanggu County, Liaocheng City, Shandong Province, the PRC on Wednesday, 18 January 2023. Seven of the nine Directors of the fourth session of the Board of Directors, namely Mr. Liu Zhiguang, Mr. Xiao Dongsheng, Mr. Shi Lei, Mr. Liu Xuejing, Mr. Zhang Chuanli, Ms. Zhao Yinglin and Mr. Chung Wai Man, attended the General Meeting and the H Share Class Meeting in person or by electronic means while Ms. Zhou Jinying, executive Director and Mr. Guo Tianyong, independent non-executive Director were unable to attend the General Meeting and the H Share Class Meeting in the H Share Class Meeting due to other business commitment.

Results of the General Meeting

As at the date of the General Meeting, the total number of issued Shares was 1,400,000,000, comprising 1,045,000,000 Domestic Shares and 355,000,000 H Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against any of the ordinary resolutions proposed at the General Meeting of which 385,393,500 Shares (including those validly tendered on the Record Date) were entitling the Independent Shareholders to attend and vote for or against the special resolution proposed at the General Meeting.

Shareholders and authorised proxies who attended the General Meeting held an aggregate of 1,085,035,000 Shares with voting rights, representing approximately 77.50% of the entire issued Shares of Shandong Fengxiang as at the date of the General Meeting. Save for the Offeror, its associates and parties acting in concert with it who were required to, and did, abstain from voting on the Delisting Resolution (special resolution numbered 1) in accordance with Rule 2.2 of the Takeovers Code and Ms. Zhou Jinying (the former Director) who has indicated her intention to vote against the Delisting Resolution (special resolution numbered 1) in the Composite Document, there was no restriction on other Shareholders casting votes on any of the resolutions proposed at the General Meeting and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolutions proposed at the General Meeting Rules.

Save for the above, no person has indicated in the Composite Document and/or the Supplemental Circular his/her/its intention to abstain from voting on or to vote against any of the proposed resolutions at the General Meeting.

The holding of the General Meeting is in compliance with the requirements of the Company Law of the People's Republic of China (the "**PRC Company Law**") and the Articles of Association. Mr. Liu Zhiguang, the former executive Director and the chairman of the Board of Directors, presided over the General Meeting. Two Shareholder representatives and a Supervisor representative of Shandong Fengxiang, lawyer from Fangda Partners and a representative from Computershare Hong Kong Investor Services Limited (the H Share Registrar of Shandong Fengxiang) jointly acted as the vote counters and scrutineers for the vote-taking and vote-calculating at the General Meeting.

	Special Decolution		Number of votes (%) (Note 1)		
		Special Resolution	For	Against	Abstain
1.	(a)	subject to (i) the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the	61,182,500 (66.372497%) (Note 2)	30,998,000 (33.627503%) (Note 2) (8.043208%)	$ \begin{array}{c} 0\\ (0.000000\%)\\ (Note 2) \end{array} $
		attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, (ii) the passing of this same resolution by the Independent Shareholders at the General Meeting, as approved by way of poll by at least 75% of the votes attaching to the Shares held by the Independent Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Shareholders being not more than 10% of the votes attaching to all the Shares held by the Independent Shareholders, and (iii) minimum valid acceptances of the H Share Offer amounting to not less than 90% of the H Shares held by Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and	(15.875333%) (Note 3)	(8.043208%) (Note 3)	(0.00000%) (Note 3)
	(b)	any director of Shandong Fengxiang be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.			

The poll results of the resolutions proposed at the General Meeting are as follows:

		Numb	Number of votes (%) (Note 1)		
	Ordinary Resolutions	For	Against	Abstain	
2.	To consider and approve, each as a separate resolution, the following candidates as Directors of the fifth session of the Board of Directors and the Board of Directors be authorised to fix their remuneration:				
	 (a) to consider and approve the election of M Xiao Dongsheng as an executive Director the fifth session of the Board of Directors. 		1,715,000 0.158059%	13,913,000 1.282263%	
	 (b) to consider and approve the election of M Shi Lei as an executive Director of the fit session of the Board of Directors. 		1,715,000 0.158059%	13,913,000 1.282263%	
	 (c) to consider and approve the election of M Qiu Zhongwei as a non-executive Director the fifth session of the Board of Directors. 		1,715,000 0.158059%	13,913,000 1.282263%	
	 (d) to consider and approve the election of M Lu Wei as a non-executive Director of t fifth session of the Board of Directors. 		1,715,000 0.158059%	13,913,000 1.282263%	
	(e) to consider and approve the election of M Zhu Lingjie as a non-executive Director the fifth session of the Board of Directors.		1,715,000 0.158059%	13,913,000 1.282263%	
	 (f) to consider and approve the election of M Zhou Ruijia as a non-executive Director the fifth session of the Board of Directors. 		1,715,000 0.158059%	13,913,000 1.282263%	
	 (g) to consider and approve the election of M Wang Anyi as an independent non-executi Director of the fifth session of the Board Directors. 	ve 98.559678%	1,715,000 0.158059%	13,913,000 1.282263%	
	 (h) to consider and approve the election of M Zhao Yinglin as an independent no executive Director of the fifth session of t Board of Directors. 	n- 98.559678%	1,715,000 0.158059%	13,913,000 1.282263%	
	 (i) to consider and approve the election of M Chung Wai Man as an independent no executive Director of the fifth session of t Board of Directors. 	n- 98.559678%	1,715,000 0.158059%	13,913,000 1.282263%	

			Number of votes (%) (Note 1)		
	Ordinary Resolutions		For	Against	Abstain
3.		o consider and approve, each as a separate resolution, the following candidates as Supervisors of e fifth session of the Board of Supervisors:			
	(a)	to consider and approve the election of Ms. Gao Jin as a shareholders representative Supervisor of the fifth session of the Board of Supervisors; and	1,069,407,000 98.559678%	1,715,000 0.158059%	13,913,000 1.282263%
	(b)	to consider and approve the election of Mr. Zhu Kaijie as a shareholders representative Supervisor of the fifth session of the Board of Supervisors.	1,069,407,000 98.559678%	1,715,000 0.158059%	13,913,000 1.282263%

Notes:

- 1. The percentage figures included in the poll results in respect of the General Meeting above have been subject to rounding adjustments.
- 2. Based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the General Meeting.
- 3. Based on the total number of votes attaching to all the Shares held by the Independent Shareholders.

As less than 75% of the votes attaching to the Shares held by the Independent Shareholders cast in person or by proxy at the General Meeting were cast in favour of the special resolution numbered 1, the above special resolution was not passed and not approved at the General Meeting.

As more than half of the votes were cast in favour of ordinary resolutions numbered 2(a) to 2(i) and 3(a) to 3(b), all of the above ordinary resolutions were duly passed at the General Meeting.

Save as the above resolutions, Shandong Fengxiang has not received any proposal put forward at the General Meeting by any Shareholders holding more than 3% of the total issued Shares of Shandong Fengxiang.

Results of the H Share Class Meeting

As at the date of the H Share Class Meeting, the total number of H Shares was 355,000,000, of which 333,248,000 H Shares (including those validly tendered on the Record Date) were entitling the Independent H Shareholders to attend and vote for or against the Delisting Resolution (special resolution numbered 1) proposed at the H Share Class Meeting.

Independent H Shareholders and authorised proxies who attended the H Share Class Meeting held an aggregate of 50,898,000 H Shares with voting rights, representing approximately 14.34% and 15.27% of the entire issued H Shares and H Shares held by Independent H Shareholders as at the date of the H Share Class Meeting, respectively. Save for the Offeror, its associates and parties acting in concert with it who were required to, and did, abstain from voting on the Delisting Resolution (special resolution numbered 1) in accordance with Rule 2.2 of the Takeovers Code and Ms. Zhou Jinying (the former Director) who has indicated her intention to vote against the Delisting Resolution (special resolution number 1) in the Composite Document, there was no restriction on other H Shareholder casting votes on the resolution proposed at the H Share Class Meeting and there were no H Shares entitling the H Shareholders to attend and abstain from voting in favour of the resolution proposed at the H Share Class Meeting pursuant to Rule 13.40 of the Listing Rules.

Save for the above, no person has indicated in the Composite Document and/or the Supplemental Circular his/her/its intention to abstain from voting on or to vote against the special resolution at the H Share Class Meeting.

The holding of the H Share Class Meeting is in compliance with the requirements of the PRC Company Law and the Articles of Association. Mr. Liu Zhiguang, the former executive Director and the chairman of the Board of Directors, presided over the H Share Class Meeting. Two Shareholder representatives and a Supervisor representative of Shandong Fengxiang, lawyer from Fangda Partners and a representative from Computershare Hong Kong Investor Services Limited (the H Share Registrar of Shandong Fengxiang) jointly acted as the vote counters and scrutineers for the votetaking and vote-calculating at the H Share Class Meeting.

	Special Desolution		Number of votes (%) (Note 1)			
		Special Resolution	For	Against	Abstain	
1.	(a)	subject to (i) the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the	9,037,000 (17.755118%) (Note 2) (2.711794%)	41,861,000 (82.244882%) (Note 2) (12.561516%)	0 (0.000000%) (Note 2) (0.000000%)	
		Independent H Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, (ii) the passing of this same resolution by the Independent Shareholders at the General Meeting, as approved by way of poll by at least 75% of the votes attaching to the Shares held by the Independent Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Shareholders being not more than 10% of the votes attaching to all the Shares held by the Independent Shareholders, and (iii) minimum valid acceptances of the H Share Offer amounting to not less than 90% of the H Shares held by Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and	(Note 3)	(Note 3)	(Note 3)	
	(b)	any director of Shandong Fengxiang be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.				

The poll results of the H Share Class Meeting are as follows:

Notes:

- 1. The percentage figures included in the poll results in respect of the H Share Class Meeting above have been subject to rounding adjustments.
- 2. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
- 3. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.

As less than 75% of the votes attaching to the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting were cast in favour of the special resolution numbered 1, the above special resolution was not passed and not approved at the H Share Class Meeting.

RESULTS OF VALID ACCEPTANCES FOR THE OFFERS

As at the First Closing Date, being 18 January 2023, valid acceptances of the H Share Offer had been received in respect of 203,268,705 H Shares, which represent approximately 57.26% and 14.52% of the issued H Shares and the issued Shares, respectively, as at the date of this joint announcement.

As at the First Closing Date, being 18 January 2023, no valid acceptances of the Domestic Share Offer had been received in respect of the Domestic Shares.

Before the commencement of the Offer Period, neither the Offeror nor parties acting in concert with it owned or had control or direction over any interests in the Shares, options, derivatives, warrants, other securities convertible into Shares, or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Shandong Fengxiang.

As at the date of this joint announcement:

- (a) save for the total of 992,854,500 Shares (representing approximately 70.92% of the issued Shares) acquired by the Offeror pursuant to the SPA (as amended and restated by the Supplemental SPA) and the valid acceptance in respect of 203,268,705 H Shares under the Offers, none of the Offeror and parties acting in concert with it has acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; and
- (b) neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Shandong Fengxiang.

Given the valid acceptances as at the date of this joint announcement, the Offeror and the parties acting in concert with it are interested in a total of 1,196,123,205 Shares (representing approximately 85.44% of the issued Shares), comprising 992,854,500 Domestic Shares (representing approximately 95.01% of the issued Domestic Shares) and 203,268,705 H Shares (representing approximately 57.26% of the issued H Shares) as at the date of this joint announcement.

LAPSE OF DELISTING AND OFFERS TO REMAIN OPEN FOR ACCEPTANCES

As the Delisting Resolution was not approved at the General Meeting/the H Share Class Meeting, (i) the Delisting Resolution will not be implemented and has lapsed, (ii) each of the H Share Offer and the Domestic Share Offer will be extended to Wednesday, 1 February 2023 (or any other date permitted under the Takeovers Code and by the Executive); and (iii) the listing of the H Shares on the Stock Exchange will be maintained. In this case, the latest time for acceptance of the H Share Offer and the Domestic Share Offer and closing of the Offers would be on Wednesday, 1 February 2023 (or any other date permitted under the Takeovers Code and by the Executive). On the same day, announcement of the results of the H Share Offer and the Domestic Share Offer will be made. Shareholders are advised to refer to the Composite Document and the Form(s) of Acceptance for details of acceptance procedures if they wish to accept the Offers.

PUBLIC FLOAT

As the Delisting Resolution was not approved and the public float of Shandong Fengxiang falls below 25% following the close of the Offers, the directors of Falcon Holding GP Limited (being the general partner of the Offeror), for and on behalf of the Offeror, have undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares, which may include issuance of new Shares by Shandong Fengxiang or placing down part of the interest that the Offeror or its parties acting in concert with it hold in Shandong Fengxiang following the close of the

Offers, to ensure the minimum percentage of the Shares as required under Rule 8.08(1)(a) of the Listing Rules to the public. To restore the public float by placing down, the Offeror may either directly dispose of, transfer, or engage a placing agent for placing of, the Shares held by the Offeror or its concert parties. The Directors of the fifth session of the Board of Directors have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. Shandong Fengxiang will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules pursuant to which at least 25% of Shandong Fengxiang's total number of issued Shares must at all times be held by the public.

EXPECTED TIMETABLE

Re-opening of the registers of Shandong FengxiangThursday, 19 January 2023
Final Closing Date ⁽²⁾ Wednesday, 1 February 2023
Latest time for acceptance of the Offers on the final Closing Date and closing of the Offers
1 February 2023
Announcement of the results of the Offers on the final Closing Date by 7:00 p.m., Wednesday, 1 February 2023
1 reolutily 2023
Latest date for posting of remittances for
the amounts due under the H Share Offer
in respect of valid acceptance received at or
before the latest time for acceptances of
the Offers on the final Closing $Date^{(3)(4)}$ Friday, 10 February 2023

Notes:

- 1. Unless otherwise expressly stated, all references to dates and times contained in this joint announcement refer to Hong Kong dates and times.
- 2. Each of the H Share Offer and the Domestic Share Offer will be extended to Wednesday, 1 February 2023. In this case, the latest time for acceptance of the H Share Offer and the Domestic Share Offer and closing of the Offers would be on Wednesday, 1 February 2023. On the same day, announcement of the results of the H Share Offer and the Domestic Share Offer will be made.

- 3. Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 7 business days (as defined under the Takeovers Code) following the date on which the H Shares are validly tendered for acceptance. Duly completed acceptance forms and the relevant documents of title in respect of such acceptance must be received by the H Share Registrar to render such acceptance of the H Share Offer complete and valid. Duly completed acceptance forms and the relevant documents in respect of such acceptance must be received by the Shandong Fengxiang to render such acceptance of the Domestic Share Offer complete and valid. Payment in respect of the H Shares tendered for acceptance and taken up by the Offeror under the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted by cheque to the H Shareholders, at their own risk. As settlement of consideration under the Domestic Share Offer is subject to certain transfer and foreign exchange registration formalities and procedures imposed by CSDC and the State Administration of Foreign Exchange in the PRC which are not within the control of the Offeror, settlement of the consideration in respect of acceptances received under the Domestic Share Offer will be made via wire transfer by the Offeror as soon as reasonably practicable within 7 business days following completion of such transfer and foreign exchange registration formalities imposed by CSDC and the State Administration of Foreign Exchange and the receipt of notice from the relevant Domestic Shareholder in writing of such holder's bank account details for the purposes of accepting the Domestic Share Offer Price. However, because (i) such transfer and foreign exchange registration formalities may only be initiated upon receipt of the duly completed acceptance with respect to the Domestic Share Offer, and are expected to take more than 7 business days to complete, and (ii) payment of consideration under Domestic Share Offer can only be made to the accepting Domestic Shareholders after completion of (a) the transfer of the Domestic Shares from the accepting Domestic Shareholders to the Offeror through CSDC, (b) the registration of the change of shareholding structure by Shandong Fengxiang with the relevant local branch of the State Administration of Foreign Exchange, and (c) the opening of a particular bank account by the accepting Domestic Shareholders for the purposes of receiving consideration under Domestic Share Offer, the Offeror will not be able to settle the consideration in respect of a duly completed acceptance received under the Domestic Share Offer within 7 business days following the date of receipt of such acceptance as required under Rule 20.1 of the Takeovers Code. As such, the Offeror has applied to the Executive for, and the Executive has indicated that a waiver from strict compliance with Rule 20.1 of the Takeovers Code for the Domestic Share Offer will be granted.
- 4. The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and voluntary withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a "black" rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

WARNING: Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the relevant Offer. The Shareholders and potential investors are advised to exercise caution when dealing in the securities of Shandong Fengxiang, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the Board of Directors **Falcon Holding GP Limited** acting in its capacity as general partner for and on behalf of **Falcon Holding LP**

By order of the Board of Directors Shandong Fengxiang Co., Ltd. Shi Lei Executive Director and Company Secretary

Shandong, the PRC, 18 January 2023

As at the date of this joint announcement, the Board of Directors comprises Mr. Xiao Dongsheng and Mr. Shi Lei as executive Directors, Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie and Ms. Zhou Ruijia as non-executive Directors, and Ms. Wang Anyi, Ms. Zhao Yinglin and Mr. Chung Wai Man as independent non-executive Directors.

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

As at the date of this joint announcement, the general partner of the Offeror is Falcon Holding GP Limited. As at the date of this joint announcement, the directors of Falcon Holding GP Limited are David Jaemin Kim, Sujey Subramanian and Koichi Ito. As at the date of this joint announcement, the directors of PAG Asia Capital GP IV Limited (being the general partner of PAG Fund IV) are Jon Robert Lewis, Derek Roy Crane, David Alan Fowler and Noel Patrick Walsh.

The directors of Falcon Holding GP Limited and PAG Asia Capital GP IV Limited jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Shandong Fengxiang) 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 Directors) 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 PAG Asia Capital GP IV Limited (being the general partner of PAG Fund IV) are Jon Robert Lewis, Derek Roy Crane, David Alan Fowler and Noel Patrick Walsh.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.