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China Wah Yan Healthcare Limited

中國華仁醫療有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)



**RUI KANG PHARMACEUTICAL GROUP
INVESTMENTS LIMITED**

銳康藥業集團投資有限公司

*(Incorporated in the Cayman Islands and continued in
Bermuda with limited liability)*

(Stock Code: 8037)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO VOLUNTARY CONDITIONAL SECURITIES EXCHANGE OFFERS BY CHINA WAH YAN TO ACQUIRE ALL THE ISSUED SHARES IN THE CAPITAL OF RUI KANG (OTHER THAN THOSE ALREADY OWNED BY CHINA WAH YAN AND PARTIES ACTING IN CONCERT WITH IT) AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF RUI KANG

The Composite Document together with the Form(s) of Acceptance will be despatched to the Rui Kang Independent Shareholders and the Optionholders on Wednesday, 20 April 2016. The Offers will be opened for acceptance on and from Wednesday, 20 April 2016 and the latest time and date for acceptance of the Offers is 4:00 p.m. on Wednesday, 11 May 2016 (if extended, will be made in accordance with the Takeovers Code). An expected timetable is set out below in this joint announcement.

The Rui Kang Independent Shareholders and the Optionholders are strongly advised to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Rui Kang IBC and the advice from the Rui Kang IFA, and other information of the China Wah Yan Group and the Rui Kang Group before deciding whether or not to accept the Offers. The Share Offer is subject to the satisfaction or waiver (where applicable) of the conditions of the Offer, and the Option Offer is subject to and conditional upon the Share Offer becoming or being declared unconditional in all respects. Accordingly, the Offers may or may not become unconditional. China Wah Yan Shareholders, Rui Kang Shareholders, the Optionholders and potential investors of China Wah Yan and Rui Kang should therefore exercise caution when dealing in the securities of China Wah Yan and Rui Kang. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Reference is made to (i) the joint announcement of China Wah Yan Healthcare Limited (“China Wah Yan”) and Rui Kang Pharmaceutical Group Investments Limited (“Rui Kang”) dated 17 February 2016 in relation to Offers; (ii) the announcement of China Wah Yan dated 9 March 2016 in relation to the delay in despatch of the China Wah Yan Circular; (iii) the joint announcement of China Wah Yan and Rui Kang dated 23 March 2016 in relation to the further delay in despatch of the China Wah Yan Circular and the delay in despatch of Composite Document; (iv) the joint announcement of China Wah Yan and Rui Kang dated 6 April 2016 in relation to the revision of the terms to the Share Offer; and (v) the joint announcement of China Wah Yan and Rui Kang dated 8 April 2016 in relation to the further delay in despatch of the China Wah Yan Circular and the Composite Document. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the composite document (“Composite Document”) in relation to the Offers dated 20 April 2016 jointly published by China Wah Yan and Rui Kang.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the expected timetable in respect of the Offers; (ii) a letter from China Wah Yan; (iii) a letter from Rui Kang Board; (iv) a letter from the Rui Kang IBC in relation to the recommendation of the Offers; and (v) a letter from the Rui Kang IFA in relation to the advice of the Offers, together with the Form(s) of Acceptance, will be despatched to the Rui Kang Independent Shareholders and the Optionholders on Wednesday, 20 April 2016 in accordance with the Takeovers Code. The Offers will be opened for acceptance on and from Wednesday, 20 April 2016 and the latest time and date for acceptance of the Offers is 4:00 p.m. on Wednesday, 11 May 2016 (if extended, will be made in accordance with the Takeovers Code).

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change.

Further announcement(s) will be made as and when appropriate. Unless otherwise specified, all times and dates refer to Hong Kong local time and date.

Despatch date of the Composite Document and
the accompanying Form(s) of Acceptance Wednesday, 20 April 2016

Opening date of the Share Offer and the Option Offer Wednesday, 20 April 2016

China Wah Yan EGM.	Monday, 9 May 2016
Announcement of the results of China Wah Yan EGM, to be posted on the website of the Stock Exchange	Monday, 9 May 2016
First Closing Date (<i>Note 1</i>)	Wednesday, 11 May 2016
Latest time and date for acceptance of the Offers on the first Closing Date (<i>Note 1</i>)	4:00 p.m. on Wednesday, 11 May 2016
Announcement of the results of the Offers as at the first Closing Date (or its extension or revision, if any), to be posted on the website of the Stock Exchange (<i>Note 1</i>)	No later than 7:00 p.m. on Wednesday, 11 May 2016
Latest date for posting of share certificates of China Wan Yan Shares in respect of valid acceptances received by the first Closing Date under the Offers, assuming that the Offers became or are declared unconditional on the first Closing Date (<i>Note 2</i>)	Friday, 20 May 2016
Latest time and date for the Offers remaining open for acceptance assuming the Offers become or are declared unconditional on the first Closing Date (<i>Note 1</i>)	4:00 p.m. on Wednesday, 25 May 2016
Long Stop Date being the latest time by which the Offers can become or be declared unconditional as to acceptances (<i>Note 3</i>)	No later than 7:00 p.m. on Monday, 20 June 2016

Notes:

The Offers are made on 20 April 2016, being the date of posting of the Composite Document, and are capable of acceptance on and from that date until the close of the Offer Period.

- In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document was posted. The latest time and date for acceptance will be at 4:00 p.m. on Wednesday, 11 May 2016 unless China Wah Yan revises or extends the Offers in accordance with the Takeovers Code. China Wah Yan has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). China Wah Yan and Rui Kang will jointly issue an announcement through the websites of the Stock Exchange, China Wah Yan and Rui Kang no later than 7:00 p.m. on Wednesday, 11 May 2016 stating whether the Offers have been extended, revised or has expired. In any announcement of extension of the Offers, the next Closing Date must be stated. In accordance with the*

Takeovers Code, where the Offers become or are declared unconditional, they should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those Independent Rui Kang Shareholders and Optionholders who have not accepted the Offers.

2. *New share certificates of the China Wah Yan Shares in respect of the consideration for the Rui Kang Shares or, as the case may be, the Options tendered under the Offers will be posted to those Independent Rui Kang Shareholders and Optionholders accepting the Offers as soon as possible, but in any event within seven Business Days following the later of the date of receipt by the Registrar or Rui Kang (as the case may be) of all the relevant documents to render the acceptance under the Offers complete and valid, and the date on which the Offers become or are declared unconditional in all respects.*
3. *In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the Composite Document was posted. Where a period laid down in the Takeovers Code ends on a day which is not a business day, the period is extended until the next business day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptances, the Offers will lapse after 7: 00 p.m. on Monday, 20 June 2016, unless extended with the consent of the Executive.*

IMPORTANT

The Rui Kang Independent Shareholders and the Optionholders are strongly advised to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Rui Kang IBC and the advice from the Rui Kang IFA, and other information of the China Wah Yan Group and the Rui Kang Group before deciding whether or not to accept the Offers. The Share Offer is subject to the satisfaction or waiver (where applicable) of the conditions of the Offer, and the Option Offer is subject to and conditional upon the Share Offer becoming or being declared unconditional in all respects. Accordingly, the Offers may or may not become unconditional. China Wah Yan Shareholders, Rui Kang Shareholders, the Optionholders and potential investors of China Wah Yan and Rui Kang should therefore exercise caution when dealing in the securities of China Wah Yan and Rui Kang. 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 directors of
China Wah Yan Healthcare Limited
CHAN Ka Chung
Chairman

By order of the board of directors of
Rui Kang Pharmaceutical Group
Investments Limited
LEUNG Pak Hou Anson
Executive Director

Hong Kong, 19 April 2016

The directors of China Wah Yan jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to Rui Kang and the Rui Kang Group, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Rui Kang and the Rui Kang Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

The directors of Rui Kang jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to China Wah Yan and parties acting in concert with it, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by China Wah Yan and 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 announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of China Wah Yan comprises three executive directors, namely Mr. CHAN Ka Chung, Mr. CHEUNG Wai Kwan and Mr. WANG Jianguo; and three independent non-executive directors, namely, Mr. CHAN Yee Ping, Michael, Ms. HU Xuezhen and Mr. LAM Chun Ho.

As at the date of this announcement, the board of directors of Rui Kang comprises three executive directors, namely Mr. CHEUNG Hung (Chairman), Mr. LEUNG Pak Hou Anson and Ms. CHEN Miaoping (Chief Executive Officer); and three independent non-executive directors, namely Mr. YUEN Chun Fai, Mr. LEUNG Ka Fai and Mr. HO Fung Shan Bob.