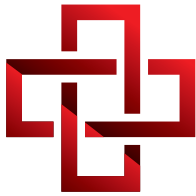


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Rui Kang or China Wah Yan nor shall there be any sale, purchase or subscription for securities of Rui Kang or China Wah Yan in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*



**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**

**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  
SHARE OFFER BECOMING UNCONDITIONAL AS TO ACCEPTANCES**

Reference is made to (i) the composite document dated 20 April 2016 (the “Composite Document”) issued by China Wah Yan Healthcare Limited (“China Wah Yan”) and Rui Kang Pharmaceutical Group Investments Limited (“Rui Kang”); (ii) the joint announcement of China Wah Yan and Rui Kang dated 17 February 2016 in relation to Offers; (iii) the announcement of China Wah Yan dated 9 March 2016 in relation to the delay in despatch of the China Wah Yan Circular; (iv) the joint announcement of China Wah Yan and Rui Kang dated 23 March 2016 in relation to the further delay in despatch of China Wah Yan Circular and the delay in despatch of Composite Document; (v) 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; (vi) the joint announcement of China Wah Yan and Rui Kang dated 8 April 2016 in relation to the further delay in despatch of China Wah Yan Circular and the Composite Document; (vii) the joint announcement of China Wah Yan and Rui Kang dated 19 April 2016 in relation to the despatch of the Composite Document; and (viii) the announcement of China

Wah Yan dated 9 May 2016 in relation to the poll results of the China Wah Yan EGM (the “9 May Announcement”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **SHARE OFFER BECOMING UNCONDITIONAL AS TO ACCEPTANCES**

As of 4:00 p.m. on 10 May 2016, valid acceptances of the Share Offer have been received in respect of 210,187,500 Rui Kang Shares, representing approximately 31.99% of the issued share capital of Rui Kang as at the date of this joint announcement.

As of 4:00 p.m. on 10 May 2016, no valid acceptances of the Option Offer have been received in respect of the Options.

Immediately before the commencement of the Offer Period, China Wah Yan and the parties acting in concert with it are beneficial owners of 257,812,500 Pre-Consolidated Rui Kang Shares, representing approximately 19.62% of the entire issued share capital of Rui Kang. Assuming the Rui Kang Share Consolidation became effective immediately before the commencement of the Offer Period, China Wah Yan and the parties acting in concert with it would be beneficial owners of 128,906,250 Consolidated Rui Kang Shares, representing approximately 19.62% of the entire issued share capital of Rui Kang. Save as disclosed above, immediately before the commencement of the Offer Period, China Wah Yan and parties acting in concert with it did not hold or have control or direction over any other Rui Kang Shares or hold any convertible securities, warrants or options in respect of any Rui Kang Shares. Save for the acceptances of the Offers described above, China Wah Yan and parties acting in concert with it have not acquired or agreed to acquire any Rui Kang Shares or rights over Rui Kang Shares during the Offer Period. There are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Rui Kang which China Wah Yan or parties acting in concert with it have borrowed or lent during the Offer Period.

After taking into account the valid acceptances received under the Share Offer, China Wah Yan and parties acting in concert with it hold in aggregate 339,093,750 Rui Kang Shares, representing approximately 51.61% of the issued share capital of Rui Kang as at 4:00 p.m. on 10 May 2016.

Accordingly, paragraph (b) of the conditions precedent to the Share Offer as set out in the section headed “Letter from China Wah Yan — Conditions of the Offers” in the Composite Document has been fulfilled and the Share Offer has become unconditional as to acceptances.

In addition, as disclosed in the 9 May Announcement, on 9 May 2016, China Wah Yan announced that the resolution in relation to the Offers considered at the China Wah Yan EGM has been passed. Accordingly, paragraph (a) of the conditions precedent to the Share Offer as set out in the section headed “Letter from China Wah Yan — Conditions of the Offers” in the Composite Document has been satisfied.

As at the date of this joint announcement, paragraphs (a) and (b) of the conditions precedent to the Share Offer as set out in the section headed “Letter from China Wah Yan — Conditions of the Offers” in the Composite Document have been fulfilled. The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

China Wah Yan and Rui Kang will make further announcements if and when the Offers have become or are declared unconditional in all respects and as otherwise required under the Takeovers Code.

## **OFFERS REMAIN OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), they should remain open for acceptance for not less than 14 days thereafter. Accordingly, as disclosed in the Composite Document, the Offers will remain open for acceptance until 4:00 p.m. on Wednesday, 25 May 2016 (or such later time and/or date as China Wah Yan may determine and announce with the consent of the Executive and in accordance with the Takeovers Code). Save as set out above, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

When the Offers become or are declared unconditional in all respects, at least 14 days' notice by way of an announcement will be given to those Rui Kang Independent Shareholders or Optionholders who have not yet accepted the Offers before the Offers are closed. The Rui Kang Shareholders and Optionholders are reminded that China Wah Yan does not have any obligation to keep the Offers open for acceptance beyond this minimum 14-day period.

### **WARNING:**

**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 Offers, 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 in all respects. China Wah Yan Shareholders, Rui Kang Shareholders, Optionholders and/or potential investors of China Wah Yan and/or Rui Kang should therefore exercise caution when dealing in the securities of China Wah Yan and/or 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, 10 May 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 (Chairman), Mr. CHEUNG Wai Kwan and Mr. WANG Jianguo; and three independent non-executive directors, namely, Mr. CHAN Yee Ping, Michael, Ms. HU Xuezheng and Mr. LAM Chun Ho.*

*As of 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. HO Fung Shan Bob, Mr. LEUNG Ka Fai and Mr. YUEN Chun Fai.*