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## **China Wah Yan Healthcare Limited**

**中國華仁醫療有限公司**

*(Incorporated in the Hong Kong with limited liability)*

**(Stock Code: 648)**

**DELAY IN DESPATCH OF OFFER DOCUMENT  
RELATING TO  
VOLUNTARY CONDITIONAL SECURITIES EXCHANGE OFFERS  
BY HUATAI FINANCIAL AND NUADA  
ON BEHALF OF  
WISDOM EIGHTEEN LIMITED  
(A WHOLLY-OWNED SUBSIDIARY OF WAH YAN HEALTHCARE)  
TO ACQUIRE ALL THE ISSUED SHARES OF XINHUA NEWS MEDIA AND  
TO CANCEL ALL OF THE OUTSTANDING SHARE OPTIONS OF  
XINHUA NEWS MEDIA**

**Joint Financial Advisers to the Offeror**



**華泰金融控股(香港)有限公司**  
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

**Nuada Limited**

Reference is made to the announcement of China Wah Yan Healthcare Limited dated 8 December 2016 (the “Announcement”) in relation to the voluntary conditional securities exchange offers by the Offeror to (i) acquire all of the issued shares of Xinhua News Media held by the Xinhua News Media Shareholders (including Weluck) (other than those already owned by the Offeror, Wah Yan Healthcare and parties acting in concert with it (except Weluck)); and (ii) to cancel all of the outstanding Xinhua News Media Options. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

## DELAY IN DESPATCH OF OFFER DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Offer Document is required to be despatched to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders within 35 days from the date of the Announcement, which is on or before 12 January 2017. Note 2 to Rule 8.2 of the Takeovers Code provides that the Executive's consent is required if the making of an offer is subject to the prior fulfillment of a pre-condition and the pre-condition cannot be fulfilled within the 35-day period contemplated by Rule 8.2 of the Takeovers Code.

As disclosed in the Announcement, completion of the Offers is subject to fulfillment (or waiver) (as the case may be) of the conditions set out in the section headed "*Conditions of the Offers*", which includes the Offers, the allotment and issue by Wah Yan Healthcare of new Wah Yan Healthcare Shares to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders who accept the Offers and the Very Substantial Acquisition having been approved by the independent Wah Yan Healthcare Shareholders at the Wah Yan Healthcare EGM in accordance with the Listing Rules (the "Pre-Condition").

As disclosed in the announcement of Wah Yan Healthcare dated 3 January 2017, additional time is required for the Wah Yan Healthcare to prepare certain information to be included in the circular (the "Circular") relating to, among other things, the Offers and the date of despatch of the Circular will be postponed to no later than 24 January 2017. As such, the Pre-Condition will not be satisfied on or before 12 January 2017 (i.e. within 35 days from the date of the Announcement). In this connection, an application has been made to the Executive for its consent to extend the deadline for despatch of the Offer Document to the date falling on the seventh day after fulfilment of the Pre-Condition or 20 February 2017, whichever is the earlier. The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement will be made when the Offer Document in respect of the Offers is despatched.

## WARNING

**Completion of the Offers is subject to the conditions of the Offers being fulfilled or waived, as applicable. Completion may or may not take place and, accordingly, the Offers may or may not proceed. Shareholders and potential investors in Wah Yan Healthcare and/or Xinhua News Media are advised to exercise caution when dealing in the securities of Wah Yan Healthcare and Xinhua News Media. Persons who are in doubt as to the actions 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*

Hong Kong, 11 January 2017

*As at the date of this announcement, the board of directors of Wah Yan Healthcare 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 Xuezhe and Mr. Lam Chun Ho.*

*As at the date of this announcement, the sole director of the Offeror is Wah Yan Healthcare.*

*The director of the Offeror and the directors of Wah Yan Healthcare jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement 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.*