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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Wah Yan Healthcare Limited (the “Company”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 February 2017 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 2 December 2016 (the “Sale and Purchase Agreement”) (a copy of which is marked “A” and initialled by the chairman of the EGM for the purpose of identification has been produced to the EGM) and entered into between the Company as the seller and China New Rich Medicine Holding Co. Limited (the “Purchaser”) as the purchaser pursuant to which the Company has conditionally agreed to sell and the Purchaser has conditionally to purchase from the Company in aggregate of 228,620,000 shares of Rui Kang Pharmaceutical Group Investments Limited (“RK Pharmaceutical”) at a total cash consideration of HK\$87,972,976 and the transactions contemplated thereunder, in particular the sale and purchase of 141,920,000 shares of RK Pharmaceutical at a consideration of HK\$54,610,816 as Tranche Two Share Transfer (as defined in the circular of the Company dated 26 January 2017), be and are hereby approved, confirmed and ratified;

(b) any Director(s) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not and in the case of execution under the common seal, the common seal be affixed in accordance with the articles of association of the Company) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the Tranche Two Share Transfer and/or other matters contemplated in the Sale and Purchase Agreement as he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Tranche Two Share Transfer and all other transactions contemplated under the Sale and Purchase Agreement.”

For and on behalf of
the board of directors of
China Wah Yan Healthcare Limited
Chan Ka Chung
Chairman

Hong Kong, 26 January 2017

Registered office:

36th Floor
Times Tower
391–407, Jaffe Road
Wanchai
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one proxy or, if he/she/it is a holder of more than one share of the Company, more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company but must be present at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of the shares of the Company in respect of which each such proxy is so appointed.
- (ii) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company at 36th Floor, Times Tower, 391–407 Jaffe Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the above meeting or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.
- (iii) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

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 Xuezhen and Mr. Lam Chun Ho.