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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)

**FURTHER DELAY IN DESPATCH OF CIRCULAR RELATING TO
(A) VERY SUBSTANTIAL ACQUISITION;
(B) SPECIFIC MANDATE TO ISSUE
NEW WAH YAN HEALTHCARE SHARES; AND
(C) CONNECTED TRANSACTION — ISSUANCE OF
NEW WAH YAN HEALTHCARE SHARES TO
A CONNECTED PERSON UNDER THE SPECIFIC MANDATE**

Joint Financial Advisers to the Offeror



華泰金融控股(香港)有限公司

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

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Reference is made to (i) the joint announcement of China Wah Yan Healthcare Limited (“Wah Yan Healthcare”) and Wisdom Eighteen Limited (the “Offeror”) dated 8 December 2016 (the “Initial Offer Announcement”) in relation to, amongst others, the voluntary conditional securities exchange offers by the Offeror to 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 to cancel all of the outstanding Xinhua News Media Options; (ii) the announcement of Wah Yan Healthcare dated 3 January 2017 relating to the delay in despatch of the Circular (as defined below); (iii) the announcements of Wah Yan Healthcare dated 24 January and 20 February 2017 relating to the further delay in despatch of the Circular; (iv) the joint announcement of Wah Yan Healthcare and the Offeror dated 16 March 2017 (the “Revised Offer Announcement”) in relation to, among others, the Revised Offers and the further delay in despatch of the Circular; (v) the announcement of the Company dated 31

March 2017 relating to the further delay in despatch of the Circular; and (vi) the announcement of the Company dated 13 April 2017 relating to the further delay in despatch of the Circular (the “13 April 2017 Announcement”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Initial Offer Announcement and the Revised Offer Announcement.

FURTHER DELAY IN DESPATCH OF CIRCULAR

As disclosed in the 13 April 2017 Announcement, a circular (the “Circular”) in relation to the Very Substantial Acquisition containing, *inter alia*, (i) further details of the Revised Offers which constitutes the Very Substantial Acquisition; (ii) further details in relation to the allotment and issue of new Wah Yan Healthcare Shares to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders who accept the Revised Offers under the specific mandate; (iii) further details in relation to the issue of new Wah Yan Healthcare Shares to Weluck under the terms of the Revised Offers; (iv) the recommendation from the Independent Board Committee on the issue of new Wah Yan Healthcare Shares to Weluck under the terms of the Revised Offers; (v) the advice from the Wah Yan Healthcare IFA on the possible allotment and issue of new Wah Yan Healthcare Shares to Weluck under the terms of the Revised Offers; (vi) the advice from the Wah Yan Healthcare IFA on whether the Revised Offers are in the interests of the respective shareholders of the Offeror and Wah Yan Healthcare pursuant to Rule 2.4 of the Takeovers Code; and (vii) financial information relating to the Wah Yan Healthcare Group and the Xinhua News Media Group, is expected to be despatched to the Wah Yan Healthcare Shareholders on or before 21 April 2017.

As additional time is required for Wah Yan Healthcare to prepare and finalise the information to be included in the Circular in relation to the Revised Offers (including but not limited to the full advice of the Wah Yan Healthcare IFA pursuant to Rule 2.4 of the Takeovers Code), the date of despatch of the Circular will be postponed to no later than 28 April 2017.

By order of the board of directors of
China Wah Yan Healthcare Limited
Lam Sung Him Gaston
Company Secretary

Hong Kong, 21 April 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.