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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)**

**UPDATE OF INFORMATION ON  
THE 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 (i) the joint announcement of China Wah Yan Healthcare Limited (“Wah Yan Healthcare”) and Wisdom Eighteen Limited (the “Offeror”) dated 8 December 2016 and the offer document (the “Offer Document”) dated 22 May 2017 jointly issued by Wah Yan Healthcare and Wisdom Eighteen in relation to, amongst others, the voluntary conditional securities exchange offers by Huatai Financial Holdings (Hong Kong) Limited and Nuada Limited on behalf of 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; and (ii) the joint announcement of Wah Yan Healthcare and Rui Kang Pharmaceutical Group Investments Limited (“Rui

Kang Pharmaceutical’) dated 5 June 2017 (“5 June 2017 Announcement”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

As disclosed in the 5 June 2017 Announcement, Wah Yan Healthcare has been approached by and is in discussions with a potential offeror (the “Potential Offeror”) in respect of a possible transaction involving an acquisition by the Potential Offeror of all the ordinary shares in Rui Kang Pharmaceutical beneficially owned by Wah Yan Healthcare (the “Potential Disposal”). As at the date of this announcement, the discussion on the Potential Disposal is still on-going and no definitive agreement has been entered into in relation to the Potential Disposal.

Each of the Potential Offeror and its ultimate beneficial owner is a connected person (as defined under the Listing Rules) of Wah Yan Healthcare. If the Potential Disposal materialises, it may (a) constitute a notifiable and connected transaction of Wah Yan Healthcare under Chapter 14 and Chapter 14A of the Listing Rules and (b) may have implications under the Takeovers Code. Further announcement(s) in relation to the Potential Disposal will be made by Wah Yan Healthcare as and when appropriate in compliance with the relevant requirements of the Listing Rules and the Takeovers Code.

**The Xinhua News Media Shareholders and the Xinhua News Media Optionholders should be aware that the Potential Disposal, if proceeds, may impact the value of the new Wan Yan Healthcare Shares that may fall to be issued to the Xinhua News Media Shareholder(s) and/or the Xinhua News Media Optionholder(s) who accept the Share Offer and the Option Offer. The Xinhua News Media Shareholders and the Xinhua News Media Optionholders should therefore exercise caution in deciding whether or not to accept the Share Offer and/or the Option Offer.**

**The Xinhua News Media Shareholders, the Xinhua News Media Optionholders and potential investors of Xinhua News Media should be aware that the Share Offer is subject to the satisfaction or waiver (where applicable) of the conditions of the Share 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.**

**Further, the Xinhua News Media Shareholders, the Xinhua News Media Optionholders and potential investors of Xinhua News Media should be aware that there is no assurance that the Potential Disposal will materialise or eventually be consummated and the discussions may or may not lead to the making of an offer (as defined in the Takeovers Code) for the Rui Kang Shares.**

**The Xinhua News Media Shareholders, the Xinhua News Media Optionholders and potential investors of Xinhua News Media should therefore exercise caution when dealing in the Xinhua News Media Shares, exercising the Xinhua News Media Options or other rights in respect of any of them. 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*

Hong Kong, 5 June 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.*