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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)

Wisdom Eighteen Limited

(Incorporated in the British Virgin Islands with limited liability)

**JOINT ANNOUNCEMENT
EXTENSION OF OFFER PERIOD
IN RELATION TO 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

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References are made to (i) the circular (the “Circular”) of the China Wah Yan Healthcare Limited (“Wah Yan Healthcare”) dated 22 May 2017 relating to, among other things, the Very Substantial Acquisition; (ii) the offer document (the “Offer Document”) dated 22 May 2017 jointly issued by Wah Yan Healthcare and the Offeror in relation to the Offers; (iii) the

announcement of the Company dated 9 June 2017 relating to the Termination Deed; (iv) the announcement of Wah Yan Healthcare dated 12 June 2017 (the “12 June 2017 Announcement”) relating to the adjournment of the Wah Yan Healthcare EGM from 14 June 2017 to a date on or before 7 July 2017; (v) the announcement (the “Disposal Announcement”) jointly issued by Wah Yan Healthcare and Rui Kang Pharmaceutical Group Investments Limited (“Rui Kang Pharmaceutical”) dated 15 June 2017 relating to the disposal (the “Disposal”) of all the shares of Rui Kang Pharmaceutical owned by Wah Yan Healthcare. Unless the context otherwise required, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular, the Offer Document and the above-mentioned announcements.

LEVEL OF ACCEPTANCE AS AT 4:00P.M. ON 19 JUNE 2017

As at 4:00 p.m. on 19 June 2017, the Offeror had (i) received valid acceptances in respect of a total of 1,699,000 Xinhua News Media Shares under the Share Offer, representing approximately 0.12% of the entire issued share capital of Xinhua News Media as at the date of this joint announcement; and (ii) not received any acceptance in respect of the Option Offer.

Save for Weluck’s interest in the 67,502,000 Xinhua News Media Shares, none of the Offeror, Wah Yan Healthcare and parties acting in concert with it held, controlled or directed any other Xinhua News Media Shares or any rights over Xinhua News Media Shares immediately before commencement of the Offer Period. The said 67,502,000 Xinhua News Media Shares represent (i) approximately 4.94% of the total issued Xinhua News Media Shares immediately before commencement of the Offer Period, being 1,367,486,040 Xinhua News Media Shares, and (ii) approximately 4.69% of the total issued Xinhua News Media Shares as at the date of this announcement, being 1,440,483,790 Xinhua News Media Shares (based on the Next Day Disclosure Return dated 15 June 2017 submitted by Xinhua News Media). Save for the acceptance of the Offers as described above, the Offeror, Wah Yan Healthcare and parties acting in concert with it have not acquired or agreed to acquire any Xinhua News Media Shares or rights over Xinhua News Media Shares during the Offer Period. There are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Xinhua News Media which the Offeror, Wah Yan Healthcare or parties acting in concert with it have borrowed or lent during the Offer Period.

EXTENSION OF OFFER PERIOD

In light of the Disposal and the entering into of the Termination Deed, the Offeror and Wah Yan Healthcare will jointly publish a supplemental offer document (the “Supplemental Offer Document”) containing, amongst other things, (i) the reports on the Required Financial Information (as defined under the Disposal Announcement) in compliance with Rule 10 of the Takeovers Code; and (ii) the information in relation to the Disposal and the Termination Deed. The Supplemental Offer Document is expected to be despatched to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders on or before 7 July 2017.

The Offeror and Wah Yan Healthcare jointly announced that in order to provide additional time for the Xinhua News Media Shareholders and the Xinhua News Media Optionholders to consider the Offers and the information to be set out in the Supplemental Offer Document, the closing time and date of the Offers will be extended from 4:00 p.m. on 19 June 2017 to 4:00 p.m. on 21 July 2017.

Further announcement on the results of the Offers will be made on 21 July 2017 in accordance with Rule 19.1 of the Takeovers Code.

WARNING

The Xinhua News Media Shareholders and the Xinhua News Media Optionholders should be aware that the Disposal, if materialise and proceed to completion, 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 Disposal will materialise or eventually be consummated which lead to the making of an offer (as defined in the Takeovers Code) for the shares of Rui Kang Pharmaceutical.

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, 19 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 directors 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, other than those relating to Xinhua News Media and the Xinhua News Media Group, 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.

The information relating to Xinhua News Media or the Xinhua News Media Group in this announcement has been extracted from or based on the published information relating to Xinhua News Media or the Xinhua News Media Group. The only responsibility accepted by the sole director of the Offeror and the directors of Wah Yan Healthcare in respect of such information is for the correctness and fairness of its reproduction or presentation.