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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 ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an adjourned extraordinary general meeting (the “**EGM**”) of China Wah Yan Healthcare Limited (the “**Company**”) will be held at Room 4608, 46th Floor, The Centre, 99 Queen’s Road Central, Hong Kong on Wednesday, 19 July 2017, at 3:30 p.m. for the purposes of considering and, if thought fit, passing the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTION

1. “**THAT:**

- (i) the acquisition pursuant to the voluntary conditional securities exchange offer (the “**Offers**”) by Huatai Financial Holdings (Hong Kong) Limited and Nuada Limited, for and on behalf of Wisdom Eighteen Limited (a wholly-owned subsidiary of the Company) (the “**Offeror**”) to acquire all the issued shares in the capital of Xinhua News Media Holdings Limited (“**Xinhua News Media**”) and to cancel all of the outstanding share options granted by Xinhua News Media pursuant to the share option scheme of Xinhua News Media adopted on 25 September 2015 (the “**Options**”), and the allotment and issue of new ordinary shares (the “**Consideration Shares**”) of the Company as consideration under the Offers under the proposed terms and conditions of the Offers, details of which are set out in the circulars (the “**Circulars**”) to the shareholders of the Company dated 22 May 2017 and 4 July 2017 be and are hereby ratified, confirmed and approved and the directors (the “**Director(s)**”) of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Offers and the transactions contemplated thereunder;
- (ii) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the allotment and issue of the Consideration Shares to the shareholders of Xinhua News Media and holders of the Options who accept the Offers be and is hereby approved and any Director be and is hereby authorised to

allot and issue the Consideration Shares in accordance with the terms of the Offers and to take all steps necessary, desirable or expedient in his or her opinion to implement or give effect to the allotment and issue of the Consideration Shares; and

(iii) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of the Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions (the “**Transactions**”) set out in the above resolutions no. 1(i) and 1(ii) and to agree to any variation, amendments, supplement or waiver of matters relating thereto as are, in the opinion of the Directors of the Company, in the interests of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Transactions.”

2. “**THAT** subject to the passing of ordinary resolution no. 1:

(i) the allotment and issue of the Consideration Shares in accordance with the proposed terms and conditions of the Offers to Weluck Development Limited (a wholly-owned subsidiary of a company which is a substantial shareholder of a non wholly-owned subsidiary of the Company) be and is hereby approved; and

(ii) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of the Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the connected transaction (the “**Connected Transaction**”) set out in the above resolution no. 2(i) and to agree to any variation, amendments, supplement or waiver of matters relating thereto as are, in the opinion of the Directors of the Company, in the interests of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Connected Transaction.”

By order of the board of directors of
China Wah Yan Healthcare Limited
CHAN Ka Chung
Chairman

Hong Kong, 4 July 2017

Notes:

- (1) 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, more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (2) 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 are 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.
- (3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the registered office of the Company at 36th Floor, Times Tower, 391–407, Jaffe Road, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting.
- (4) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he/she/it so desires. If a member attends the meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
- (5) For determining the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 14 July 2017 to Wednesday, 19 July 2017 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 13 July 2017.

As at the date of this announcement, the board of directors of the Company 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.