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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)

Wisdom Eighteen Limited

(Incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT DESPATCH OF THE SUPPLEMENTAL OFFER DOCUMENT

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

References are made to (i) the circular of China Wah Yan Healthcare Limited (the “Wah Yan Healthcare”) dated 22 May 2017 relating to, among other things, the Very Substantial Acquisition; (ii) 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 Wah Yan Healthcare dated 12 June 2017 relating to the adjournment of the Wah Yan Healthcare EGM and extension of the closing date of the Offers; (iv) the announcement jointly issued by Wah Yan Healthcare and the Offeror dated 15 June 2017 (the “15 June 2017 Announcement”) relating to the requirement of Rule 10 of the Takeovers Code in respect of certain financial information on the Rui Kang Pharmaceutical Disposal; (v) the announcement jointly issued by the Offeror and Wah Yan Healthcare dated 19 June 2017 (the “19 June 2017 Announcement”) relating to the extension of the closing time and date of the Offers from 4:00 p.m. on 19 June 2017 to

4:00 p.m. on 21 July 2017; and (vi) the supplemental circular of Wah Yan Healthcare dated 4 July 2017 containing certain additional information relating to the Offers and the Very Substantial Acquisition. Unless the context otherwise required, capitalised terms used in this joint announcement shall have the same meaning as those defined in the above-mentioned announcements and circulars.

DESPATCH OF THE SUPPLEMENTAL OFFER DOCUMENT

As disclosed in the 15 June 2017 Announcement and 19 June 2017 Announcement, Wah Yan Healthcare and the Offeror will publish a supplemental offer document (the “Supplemental Offer Document”) containing, amongst other things, (i) the reports on certain financial information relating to the Rui Kang Pharmaceutical Disposal in compliance with Rule 10 of the Takeovers Code; and (ii) the information in relation to the Rui Kang Pharmaceutical Disposal and the Termination.

The Supplemental Offer Document containing, among other things, (i) the expected timetable in respect of the extended Offers; and (ii) a letter from Huatai Financial and Nuada, will be despatched to the Xinhua New Media Shareholders and the Xinhua New Media Optionholders on Friday, 7 July 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offers were made on 22 May 2017, being the date of posting of the May Offer Document, and are capable of acceptance on and from that date until the Revised Closing Date.

Set out below is the expected timetable of the extended Offers and unless otherwise specified, all times and dates refer to Hong Kong local time and date:

Despatch date of the Supplemental Offer Document	Friday, 7 July 2017
Adjourned Wah Yan Healthcare EGM	Wednesday, 19 July 2017
Announcement of the results of the Adjourned Wah Yan Healthcare EGM, on the website of the Stock Exchange	Wednesday, 19 July 2017
Revised Closing Date (<i>Note 1</i>)	Friday, 21 July 2017
Latest time and date for acceptance of the Offers on the Revised Closing Date (<i>Note 1</i>)	4:00 p.m. on Friday, 21 July 2017
Announcement of the results of the Offers as at the Revised Closing Date on the website of the Stock Exchange (<i>Note 1</i>)	7:00 p.m. on Friday, 21 July 2017
Long Stop Date, being the latest time by which the Offers can become or be declared unconditional as to acceptance (<i>Note 3</i>)	Friday, 21 July 2017

Latest date for posting of share certificates of Wah Yan Healthcare Share in respect of valid acceptances received by the Revised Closing Date under the Offers, assuming that the Revised Offers became or are declared unconditional on the Revised Closing Date (*Note 2*). Tuesday, 1 August 2017

Notes:

1. Where the Offers become or are declared unconditional (whether as to acceptances or in all respects), the Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.
2. Subject to the Offers becoming or declared unconditional, certificates of the Wah Yan Healthcare Shares in respect of the consideration for the Xinhua News Media Shares or, as the case may be, the Xinhua News Media Options tendered under the Offers will be posted to those Xinhua News Media Shareholders and Xinhua News Media Optionholders accepting the Offers at their own risk, as soon as possible, but in any event within seven business days following the later of the date of receipt by the Receiving Agent of all the relevant documents to render the acceptance under the Offers complete and valid, and the date on which the Offers become or are declared unconditional in all respects.
3. Unless the Offers have previously become or are declared unconditional as to acceptances, the Offers will lapse after 7:00 p.m. on Friday, 21 July 2017, unless extended with the consent of the Executive.

WARNING

Completion of the Offers is subject to the conditions of the Offers being fulfilled or waived, as applicable. Completion may or may not take place and, accordingly, the Offers may or may not proceed. Shareholders and potential investors in Wah Yan Healthcare and/or Xinhua News Media are advised to exercise caution when dealing in the securities of Wah Yan Healthcare and Xinhua News Media. Persons who are in doubt as to the actions 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, 6 July 2017

As at the date of this joint 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 joint 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 joint announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.