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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)

**(1) POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING
AND
(2) LAPSE OF 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

Wah Yan Healthcare announced that the Resolutions were not passed by the independent Wah Yan Healthcare Shareholders by way of poll at the Adjourned Wah Yan Healthcare EGM.

Since (i) the Share Offer is conditional upon the Offers, the allotment and issue by Wah Yan Healthcare of new Wah Yan Healthcare Shares to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders who accept the Offers and the Very Substantial Acquisition having been approved by the independent Wah Yan Healthcare Shareholders at the Adjourned Wah Yan Healthcare EGM in accordance with the Listing Rules and such condition cannot be waived; and (ii) the Resolutions in respect of the above were not passed at the Adjourned Wah Yan Healthcare EGM, the Offers have lapsed and the offer period in respect of the Offers has ended on 19 July 2017.

References are made to (i) the circular of 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 dated 22 May 2017 jointly issued by Wah Yan Healthcare and the Offeror in relation to the Offers; (iii) the supplemental circular of Wah Yan Healthcare dated 4 July 2017 containing, among other things, additional information relating to the Offers and the Very Substantial Acquisition and the notice of the Adjourned Wah Yan Healthcare EGM (the “EGM Notice”); and (iv) the supplemental offer document dated 7 July 2017 jointly issued by the Offeror and Wah Yan Healthcare containing, among other things, additional information relating to the Offers. Unless the context otherwise required, capitalised terms used in this announcement shall have the same meaning as those defined in the above-mentioned documents.

RESULTS OF ADJOURNED WAH YAN HEALTHCARE EGM

Wah Yan Healthcare announces that the ordinary resolutions (the “Resolutions”) as set out in the EGM Notice were not passed by the independent Wah Yan Healthcare Shareholders by way of poll at the Adjourned Wah Yan Healthcare EGM held on 19 July 2017 and the voting results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of Wah Yan Healthcare Shares represented by votes cast (% to the number of Wah Yan Healthcare Shares voted at the Adjourned Wah Yan Healthcare EGM)	
		For	Against
1.	To approve (i) the Offers, (ii) the allotment and issue of new ordinary shares of Wah Yan Healthcare as consideration shares under the Offers in accordance with the proposed terms and conditions of the Offers; and (iii) to authorise the directors of Wah Yan Healthcare to do all such further acts and things and to sign and execute all such other or further documents (if any) and take all such steps to implement and/or give effect to the transactions set out above.	217,729,589 (15.331%)	1,202,489,954 (84.669%)
2.	To approve (i) the allotment and issue of the new Wah Yan Healthcare Shares in accordance with the proposed terms and conditions of the Offers to Weluck; and (ii) to authorise the directors of Wah Yan Healthcare to do all such further acts and things and to sign and execute all such other or further documents (if any) and take all such steps to implement and/or give effect to the transactions set out above.	217,729,589 (15.331%)	1,202,489,954 (84.669%)

* *The full text of the Resolutions was set out in the EGM Notice.*

As more than 50% of the votes were cast against the Resolutions, the Resolutions were not passed as ordinary resolutions of Wah Yan Healthcare.

As at the date of the Adjourned Wah Yan Healthcare EGM, there were 6,520,736,569 Wah Yan Healthcare Shares in issue, which was the total number of Wah Yan Healthcare Shares entitling the holders thereof to attend and vote for or against the Resolutions proposed at the Adjourned Wah Yan Healthcare EGM. To the best of the knowledge, information and belief of the directors of Wah Yan Healthcare, having made all reasonable enquiries, no Wah Yan Healthcare Shareholders were required to abstain from voting on the Resolutions at the Adjourned Wah Yan Healthcare EGM. There were no Wah Yan Healthcare Shares entitling the Wah Yan Healthcare Shareholders to attend and abstain from voting in favour of the Resolutions at the Adjourned Wah Yan Healthcare EGM under the Listing Rules.

Wah Yan Healthcare's share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the Adjourned Wah Yan Healthcare EGM.

LAPSE OF THE OFFERS

Since (i) the Share Offer is conditional upon the Offers, the allotment and issue by Wah Yan Healthcare of new Wah Yan Healthcare Shares to the Xinhua News Media Shareholders and the Xinhua News Media Optionholders who accept the Offers and the Very Substantial Acquisition having been approved by the independent Wah Yan Healthcare Shareholders at the Adjourned Wah Yan Healthcare EGM in accordance with the Listing Rules and such condition cannot be waived; and (ii) the Resolutions in respect of the above were not passed at the Adjourned Wah Yan Healthcare EGM, the Offers have lapsed and the offer period in respect of the Offers has ended on 19 July 2017.

According to Rule 31.1(a) of the Takeovers Code, except with the consent of the Executive, the Offeror, Wah Yan Healthcare and persons who acted in concert with any of them in the course of the Offers and any person who is subsequently acting in concert with any of them, may not within 12 months from the date of which the Offers have lapsed to either (i) announce an offer or possible offer for Xinhua News Media, or (ii) acquire any voting rights of Xinhua News Media if as a result the Offeror, Wah Yan Healthcare or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

RETURN OF SHARE CERTIFICATES

As the Offers have lapsed, share certificate(s) and/or Xinhua News Media Option certificate(s) (if applicable) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) lodged with the Form(s) of Acceptance and received by the Receiving Agent will be returned to Xinhua News Media Shareholders and the Xinhua News Media Optionholders who have accepted the Offers by ordinary post at the Xinhua News Media Shareholders' and Xinhua News Media Optionholders' own risks as soon as possible but in any event within 10 days after the Offers have lapsed (i.e. on or before 28 July 2017).

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

Hong Kong, 19 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 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 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.