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北控醫療健康產業集團有限公司

Beijing Enterprises Medical And Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2389)

**THIRD SUPPLEMENTAL AGREEMENT
IN RELATION TO THE DISPOSAL OF SUBSIDIARIES; EARLY
PAYMENT OF PART OF THE CONSIDERATION BALANCE; AND
EARLY RELEASE OF PART OF THE CHARGED PROPERTIES**

Reference is made to the circular of Beijing Enterprises Medical and Health Industry Group Limited (the “**Company**”) dated 31 December 2014 (the “**Circular**”) and the announcements of the Company dated 27 February 2015, 31 March 2015 and 10 September 2015 (the “**Announcements**”) in respect of the Disposal. Unless otherwise stated, terms and expressions used herein shall have the same meaning as those defined in the Circular and the Announcements.

THIRD SUPPLEMENTAL AGREEMENT

Pursuant to the Disposal Agreement (as amended and supplemented by the supplement agreement dated 27 February 2015 and 10 September 2015 and entered into among the Vendor, the Purchaser, the Company and the Guarantor (the “**Supplemental Agreements**”), the Purchaser shall provide or procure the provision of the Properties as securities for its payment obligation of the Consideration Balance and the interest thereon.

The registration of charges on the Properties has been completed on 26 February 2015 (the “**Charge Date**”).

In support of the future development of the Group, the Purchaser agreed to early repay another sum of HK\$100,000,000 on the date of signing the third supplemental agreement. Considered that the Purchase agreed to early repay the Consideration Balance before the due dates, the charges on the Properties for its payment obligation could be partially early released. Therefore, the Vendor, the Purchaser, the Company and the Guarantor entered into a

supplemental agreement in respect of the Disposal Agreement (as amended and supplemented by the Supplemental Agreements) on 22 October 2015 to allow the Purchaser to partially release the charges on the Properties provided the value of the remaining charged Properties should at all times in excess of the outstanding Consideration Balance at a ratio not less than that as at the Charge Date.

Save for the above, all other terms and conditions of the Disposal Agreement (as amended and supplemented by the Supplemental Agreements) shall remain unchanged and continue in full force and effect.

The Purchaser has requested the Vendor to release the charge on the following properties:

- (a) a total of 9 floors' commercial properties in 3 buildings with total gross floor area of 2,230.22 square meters in Shenbei Road, Minhang District, Shanghai, the PRC; and
- (b) two villas with total gross floor area of 890.49 square meters located in Dushi Road, Minhang District, Shanghai, the PRC.

The value of the above properties as at the Charge Date was RMB68,950,000.

The Purchaser paid another sum of HK\$100,000,000 out of the Consideration Balance on 22 October 2015. The outstanding balance of the Consideration Balance amounts to HK\$248,900,000 and shall be paid by the Purchaser on or before the first Business Day after the second anniversary of the Completion.

By Order of the Board of
**Beijing Enterprises Medical and Health
Industry Group Limited**
Zhu Shi Xing
Chairman

Hong Kong, 22 October 2015

As at the date of this announcement, the Board comprises seven Executive Directors, namely Mr. Zhu Shi Xing, Mr. Liu Xue Heng, Mr. Gu Shan Chao, Mr. Hu Xiao Yong, Mr. Hu Shiang Chi, Mr. Wang Zheng Chun and Mr. Zhang Jing Ming; one Non-Executive Director, namely Mr. Robert Winslow Koepf and four Independent Non-Executive Directors, namely Mr. Xie Ming, Mr. Tse Man Kit, Keith, Mr. Wu Yong Xin and Mr. Zhang Yun Zhou.