

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HARMONICARE MEDICAL HOLDINGS LIMITED

和美醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1509)

INSIDE INFORMATION ANNOUNCEMENT SALE OF SHARES BY CERTAIN SHAREHOLDERS AND CHANGE OF SUBSTANTIAL SHAREHOLDERS

Financial Advisor to the Company  **建銀国际**
CCB International

This announcement is made by Harmonicare Medical Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has been informed by CDH Harmony Limited (“**CDH**”) and Honeycare International Investment Limited (“**Honeycare**”), both being substantial shareholders (as defined under the Listing Rules) of the Company, Harmony Care International Investment Limited (“**Harmony Care**”) and Mighty Sky Investments Limited (“**Mighty Sky**”), both being existing shareholders of the Company, that on 15 November 2016, CDH (through the direct sale of Shanghai Dinghui Jiangen Equity Investment Fund by its shareholders), Honeycare, Harmony Care and Mighty Sky have respectively entered into sale and purchase agreements to sell 78,621,620, 62,452,982, 13,389,000 and 46,033,525 shares of HK\$0.001 per share in the Company (the “**Sale Shares**”) (representing approximately 10.37%, 8.23%, 1.77% and 6.07% of the total issued share capital of the Company as at the date hereof respectively) at an average consideration of HK\$6.54 per share (the “**Sale**”) to Taikang Insurance Group Inc. (“**Taikang**”), a company established in the People’s Republic of China, who is an independent third party of the Company and its connected persons (as defined in the Listing Rules). The Sale Shares represent approximately 26.44% of the total issued share capital of the Company as at the date of this announcement. The Sale is subject to the satisfaction and/or waiver of certain conditions precedent to the sale and purchase agreements, including but not limited to (i) the obtaining of all governmental and/or regulatory approvals, consents, filings necessary for the contemplated Sale; as well as (ii) not to trigger any mandatory general offer

obligation of Taikang or parties acting in concert with it under the Code on Takeovers and Mergers of the Securities and Futures Commission, which may or may not be completed. Investors and shareholders of the Company are urged to exercise caution when dealing in the shares of the Company.

Upon fulfillment of all the conditions precedent that lead to completion of the Sale and immediately following the Sale, CDH and Mighty Sky will cease to hold any shares in the Company; whilst Honeycare and Harmony Care will remain to hold 61,824,518 and 46,243,975 shares in the Company (representing approximately 8.15% and 6.10% of the total issued share capital of the Company as at the date of this announcement respectively). Both CDH and Honeycare will cease to be substantial shareholders of the Company following the Sale, while Taikang will become a substantial shareholder of the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, immediately before the Sale, Taikang was an independent third party of the Company and its connected persons (as defined under the Listing Rules).

As the Sale is subject to satisfaction and/or waiver of certain conditions precedent to the sale and purchase agreements, which may or may not be completed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Harmonicare Medical Holdings Limited
Lin Yuming
Chairman, Executive Director and President

Hong Kong, 16 November 2016

As at the date of this announcement, the executive Directors are Mr. Lin Yuming, Mr. Fang Zhifeng and Mr. Zhao Xingli; the non-executive Directors are Mr. Wang Lin and Mr. Lin Yuguo; and the independent non-executive Directors are Mr. Kong Aiguo, Ms. Fang Lan and Mr. Cai Jiangnan.