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天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

FAREAST GLOBAL LIMITED

(Incorporated in the British Virgin Islands with limited liability)



China Medical & HealthCare Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT
RELATING TO
MANDATORY CONDITIONAL CASH OFFER BY
YU MING INVESTMENT MANAGEMENT LIMITED
ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL ISSUED SHARES OF
CHINA MEDICAL & HEALTHCARE GROUP LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司

Financial adviser to CMH



英皇企業融資有限公司
Emperor Corporate Finance Limited

References are made to (i) the announcement dated 16 June 2023 (as supplemented by the clarification announcement dated 19 June 2023) jointly issued by the Offeror, TACI, AGL and CMH in relation to, among other things, the CMH Offer; (ii) the announcements dated 7 July 2023 and 21 July 2023 jointly issued by the Offeror, TACI and CMH in relation to the delay in despatch of the Composite Document; (iii) the announcement dated 21 August 2023 jointly issued by the Offeror, TACI and CMH in relation to monthly update on the CMH Offer; and (iv) the Composite Document jointly issued by the Offeror, TACI and CMH on 31 August 2023 together with the accompanying Form of Acceptance. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless specified otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the terms of the CMH Offer (including the expected timetable); (ii) the letter from the CMH Independent Board Committee in relation to the CMH Offer; and (iii) the letter of advice from the CMH Independent Financial Adviser to the CMH Independent Board Committee in respect of the CMH Offer and the accompanying Form of Acceptance, have been despatched to the CMH Independent Shareholders on 31 August 2023 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror, TACI and CMH as and when appropriate. Unless otherwise specified, all references to date and time contained in this joint announcement refer to Hong Kong date and time.

2023

Despatch date of the Composite Document and the Form of Acceptance and commencement date of the CMH Offer (<i>Note 1</i>)	Thursday, 31 August
First Closing Date (<i>Note 2</i>)	Thursday, 21 September
Latest time and date for acceptance of the CMH Offer on the First Closing Date (<i>Note 2</i>).4:00 p.m. on Thursday, 21 September
Announcement of the results of the CMH Offer as at the First Closing Date to be posted on the website of the Stock Exchange	no later than 7:00 p.m. on Thursday, 21 September

Latest date for posting of remittances in respect of valid acceptances received under the CMH Offer on or before 4:00 p.m. on the First Closing Date assuming the CMH Offer becomes or is declared unconditional in all respects on the First Closing Date (*Note 3*) Tuesday, 3 October

Latest time and date by which the CMH Offer can become or be declared unconditional as to acceptances (*Note 4*) no later than 7:00 p.m. on Monday, 30 October

Notes:

1. The CMH Offer is made on Thursday, 31 August 2023, the date of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the First Closing Date.
2. The latest time and date for acceptances to be lodged under the CMH Offer are 4:00 p.m. on Thursday, 21 September 2023, being a date no less than twenty-one (21) days from the date of the Composite Document, unless the Offeror revises or extends the CMH Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the CMH Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the CMH Offer, which will state either the next Closing Date or, if the CMH Offer is at that time unconditional as to acceptances, a statement that the CMH Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given before the CMH Offer is closed to those CMH Independent Shareholders who have not accepted the CMH Offer.

Beneficial owners of CMH Offer Shares who hold their CMH Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the CMH Offer should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures and any deadlines set by HKSCC Nominees Limited.

3. Remittances in respect of the consideration for the CMH Offer Shares tendered under the CMH Offer, less seller's ad valorem stamp duty payable, will be despatched to those CMH Independent Shareholders validly accepting the CMH Offer by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days following the date of receipt by the Registrar of all the relevant documents to render the acceptance under the CMH Offer complete and valid, in accordance with the Takeovers Code.
4. Pursuant to the Takeovers Code, unless with the consent of the Executive, the CMH Offer may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the date of the posting of the initial Composite Document.

5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the CMH Offer and the latest date for posting of remittances for the amounts due under the CMH Offer in respect of valid acceptances, the latest time for acceptance of the CMH Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the CMH Offer and the latest date for posting of remittances for the amounts due under the CMH Offer in respect of valid acceptances, the latest time for acceptance of the CMH Offer will be rescheduled to 4:00 p.m. on the following Business Day and the date of posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

WARNING

The CMH Offer is conditional. Accordingly, the CMH Offer may or may not become unconditional. CMH Shareholders, TACI Shareholders and potential investors are advised to exercise caution when dealing in the CMH Shares and TACI Shares, respectively, and if they are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

On behalf of the Board
Tian An China Investments Company Limited
Tao Tsan Sang
Executive Director

On behalf of the Board
Fareast Global Limited
Tao Tsan Sang
Director

On behalf of the Board
China Medical & HealthCare Group Limited
Chong Sok Un
Deputy Chairman

Hong Kong, 31 August 2023

As at the date of this joint announcement, the CMH Board comprises Ms. Chong Sok Un, Mr. Kong Muk Yin, Mr. Guo Meibao and Mr. Zhou Haiying as executive directors; Mr. Lai Hin Wing Henry Stephen and Mr. Gao Zhaoyuan as non-executive directors; and Mr. Zhang Jian, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert and Ms. Yang Lai Sum, Lisa as independent non-executive directors.

The CMH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, TACI, their associates and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the directors of the Offeror and TACI) 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 statement in this joint announcement misleading.

As at the date of this joint announcement, the TACI Board comprises Mr. Song Zengbin (Deputy Chairman), Mr. Patrick Lee Seng Wei (Managing Director), Mr. Edwin Lo King Yau and Mr. Tao Tsan Sang as executive directors; Mr. Lee Seng Hui (Chairman) and Dr. Moses Cheng Mo Chi as non-executive directors; and Mr. Francis J. Chang Chu Fai, Mr. Jiang Guofang, Mr. Jin Hui Zhi, Mr. Ngai Wah Sang and Ms. Lisa Yang Lai Sum as independent non-executive directors.

The TACI Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to CMH, its associates and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the directors of CMH (excluding TACI Directors)) 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 statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Patrick Lee Seng Wei, Mr. Edwin Lo King Yau, Mr. Tao Tsan Sang and Mr. Liu Kin Sun.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to CMH, TACI, their associates and parties acting in concert with any of them) and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of CMH and TACI (excluding directors of the Offeror)) 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 statement in this joint announcement misleading.