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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**

### **OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS**

**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

## **THE CMH OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

As at 4:00 p.m. on the First Closing Date, the Offeror has received valid acceptances in respect of a total of 174,787,429 CMH Offer Shares under the CMH Offer, representing approximately 16.09% of the total issued share capital of CMH as at the date of this joint announcement.

Taking into account the Acceptance Shares (subject to the completion of the transfer of those Acceptance Shares to the Offeror) and 413,296,500 CMH Shares already held by the Offeror and parties acting in concert with it (excluding Borrower A who has accepted the CMH Offer for all of the 6,760,000 CMH Offer Shares interested by him), the Offeror and parties acting in concert with it are interested in an aggregate of 588,083,929 CMH Shares, representing approximately 54.15% of the total issued share capital of CMH as at the date of this joint announcement.

The condition of the CMH Offer as set out in the Composite Document has been fulfilled, and accordingly the CMH Offer has become unconditional in all respects on 21 September 2023.

## **THE CMH OFFER REMAINS OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.3 of the Takeovers Code, the CMH Offer should remain open for acceptance for a period of not less than fourteen (14) days after the CMH Offer becomes or is declared unconditional (whether as to acceptances or in all respects). Accordingly, the CMH Offer will remain open for acceptance until 4:00 p.m. on 5 October 2023 (or such other time and date as the Offeror may further determine and announce with the consent of the Executive in accordance with the Takeovers Code). Save as set out above, all other terms of the CMH Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Reference is made to the composite document dated 31 August 2023 jointly issued by the Offeror, Tian An and CMH (the “**Composite Document**”) in respect of the mandatory conditional cash offer by Yu Ming on behalf of the Offeror to acquire all the issued shares of CMH (other than those shares already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## THE CMH OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As set out in the Composite Document, the CMH Offer is conditional upon the Offeror having received valid acceptances of the CMH Offer Shares which, together with the CMH Shares already acquired and/or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of CMH.

As at 4:00 p.m. on the First Closing Date, the Offeror has received valid acceptances in respect of a total of 174,787,429 CMH Offer Shares (the “**Acceptance Shares**”) under the CMH Offer, representing approximately 16.09% of the total issued share capital of CMH as at the date of this joint announcement.

Immediately following completion of the CMH Rights Issue and before the commencement of the Offer Period (i.e. 16 June 2023), the Offeror and parties acting in concert with it held, controlled or directed 420,056,500 CMH Shares (representing approximately 38.68% of the total issued share capital of CMH as at the date of the Joint Announcement). Save for the 420,056,500 CMH Shares, none of the Offeror and parties acting in concert with it held, controlled or directed any CMH Shares and rights over CMH Shares immediately before the commencement date of the Offer Period.

Save for the Acceptance Shares, none of the Offeror and parties acting concert with it (i) has acquired or agreed to acquire any CMH Shares or rights over CMH Shares from the commencement of the Offer Period and up to and including the date of this joint announcement; or (ii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of CMH from the commencement of the Offer Period and up to and including the date of this joint announcement.

Taking into account the Acceptance Shares (subject to the completion of the transfer of those Acceptance Shares to the Offeror) and 413,296,500 CMH Shares already held by the Offeror and parties acting in concert with it (excluding Borrower A who has accepted the CMH Offer for all of the 6,760,000 CMH Offer Shares interested by him), the Offeror and parties acting in concert with it are interested in an aggregate of 588,083,929 CMH Shares, representing approximately 54.15% of the total issued share capital of CMH as at the date of this joint announcement.

Accordingly, the condition of the CMH Offer has been fulfilled and the CMH Offer has become unconditional in all respects on 21 September 2023.

## **THE CMH OFFER REMAINS OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.3 of the Takeovers Code, the CMH Offer should remain open for acceptance for a period of not less than fourteen (14) days after the CMH Offer becomes or is declared unconditional (whether as to acceptances or in all respects). Accordingly, the CMH Offer will remain open for acceptance until 4:00 p.m. on 5 October 2023 (or such other time and date as the Offeror may further determine and announce with the consent of the Executive in accordance with the Takeovers Code).

Save as set out above, all other terms of the CMH Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Further announcement on the results of the CMH Offer will be made on 5 October 2023 in accordance with Rule 19.1 of the Takeovers Code.

## **SETTLEMENT OF THE CMH OFFER**

For the CMH Independent Shareholders who have already accepted the CMH Offer on or before 21 September 2023, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) for the CMH Offer Shares will be despatched to the accepting CMH Independent Shareholders by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the date of this joint announcement.

For the CMH Independent Shareholders who will accept the CMH Offer after the date of this joint announcement and on or before 4:00 p.m. on 5 October 2023 (or such other time and date as the Offeror may further determine and announce with the consent of the Executive in accordance with the Takeovers Code), remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) for the CMH Offer Shares to be tendered under the CMH Offer will be despatched to the accepting CMH Independent Shareholders by ordinary post at his/her/its 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, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

**CMH Independent Shareholders are advised to read the Composite Document and the Form of Acceptance carefully before deciding whether or not to accept the CMH Offer. If the CMH Independent Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

**All time and date references contained in this joint announcement refer to Hong Kong time and dates.**

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, 21 September 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 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 confirm, 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.*