

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement appears for information purposes only and does not constitute, or form part of, any offer to purchase or subscribe for or an invitation to purchase or subscribe for any securities of the Offeror, TACI and CMH.



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

**(I) CLOSE OF MANDATORY UNCONDITIONAL 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); AND
(II) RESULTS OF THE OFFER**

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

CLOSE OF THE CMH OFFER

The Offeror, TACI and CMH jointly announce that the CMH Offer was closed at 4:00 p.m. on 5 October 2023 and was not revised or extended.

RESULTS OF THE CMH OFFER

As at 4:00 p.m. on 21 September 2023, the Offeror had 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), together with 412,948,500 CMH Shares already held by the Offeror and parties acting in concert with it (excluding Borrower A and Mr. Nagahara who had accepted the CMH Offer for all of the 6,760,000 and 348,000 CMH Offer Shares interested by them respectively), the Offeror and parties acting in concert with it were interested in an aggregate of 587,735,929 CMH Shares (representing approximately 54.12% of the total issued share capital of CMH as at the date of this joint announcement). Accordingly, the condition of the CMH Offer had been fulfilled and the CMH Offer became unconditional in all respects on 21 September 2023.

As at 4:00 p.m. on 5 October 2023, the Offeror has received further valid acceptances of a total of 22,072,581 CMH Offer Shares under the CMH Offer (representing approximately 2.03% of the total issued share capital of CMH as at the date of this joint announcement).

Immediately after the close of the CMH Offer, subject to the completion of the transfer of the Acceptance Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 609,808,510 CMH Shares (representing approximately 56.15% of the total issued share capital of CMH as at the date of this joint announcement) and CMH has become an indirectly non wholly-owned subsidiary of TACI.

As the level of acceptances of the CMH Offer has not reached the prescribed level under the Companies Act required for compulsory acquisition and the requirements of Rule 2.11 of the Takeovers Code are not satisfied, the power of compulsory acquisition of CMH Shares cannot be exercised by the Offeror. CMH remains listed on the Stock Exchange after the close of the CMH Offer.

References are made to (i) the composite document dated 31 August 2023 jointly issued by the Offeror, TACI and CMH (the “**Composite Document**”) in respect of the CMH Offer; and (ii) the announcement dated 21 September 2023 (as supplemented by the clarification announcement dated 26 September 2023) jointly issued by the Offeror, TACI and CMH in respect of the CMH Offer having become unconditional in all respects. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE CMH OFFER

The Offeror, TACI and CMH jointly announce that the CMH Offer was closed at 4:00 p.m. on 5 October 2023 and was not revised or extended.

RESULTS OF THE CMH OFFER

As at 4:00 p.m. on 21 September 2023, the Offeror had 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), together with 412,948,500 CMH Shares already held by the Offeror and parties acting in concert with it (excluding Borrower A and Mr. Nagahara who had accepted the CMH Offer for all of the 6,760,000 and 348,000 CMH Offer Shares interested by them respectively), the Offeror and parties acting in concert with it were interested in an aggregate of 587,735,929 CMH Shares (representing approximately 54.12% of the total issued share capital of CMH as at the date of this joint announcement). Accordingly, the condition of the CMH Offer had been fulfilled and the CMH Offer became unconditional in all respects on 21 September 2023.

As at 4:00 p.m. on 5 October 2023, the Offeror has received further valid acceptances of a total of 22,072,581 CMH Offer Shares under the CMH Offer (representing approximately 2.03% 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 this 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 valid acceptance of 196,860,010 CMH Offer Shares (the “**Acceptance Shares**”) under the CMH Offer, none of the Offeror and parties acting in 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.

Immediately after the close of the CMH Offer, subject to the completion of the transfer of the Acceptance Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 609,808,510 CMH Shares (representing approximately 56.15% of the total issued share capital of CMH as at the date of this joint announcement) and CMH has become an indirectly non wholly-owned subsidiary of TACI.

As the level of acceptances of the CMH Offer has not reached the prescribed level under the Companies Act required for compulsory acquisition and the requirements of Rule 2.11 of the Takeovers Code are not satisfied, the power of compulsory acquisition of CMH Shares cannot be exercised by the Offeror. CMH remains listed on the Stock Exchange after the close of the CMH Offer.

SETTLEMENT OF THE CMH OFFER

For CMH Independent Shareholders who have already accepted the CMH Offer after the CMH Offer becoming unconditional in all respects on 21 September 2023 and before 4:00 p.m. on 5 October 2023, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) for the CMH Offer Shares tendered under the CMH Offer will be/has been 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.

SHAREHOLDING STRUCTURE OF CMH

Set out below is the shareholding structure of CMH (i) immediately before the commencement of the Offer Period; and (ii) immediately upon close of the CMH Offer and as at the date of this joint announcement (subject to the completion of the transfer of the Acceptance Shares):

	Immediately before the commencement of the Offer Period		Immediately upon close of the CMH Offer and as at the date of this joint announcement	
	<i>No. of CMH Shares</i>	<i>%</i>	<i>No. of CMH Shares</i>	<i>%</i>
Offeror (<i>Note 1</i>)	358,717,000	33.03%	555,577,010	51.15%
Mr. MT Lee	54,151,500	4.99%	54,151,500	4.99%
Mr. Nagahara	348,000	0.03%	—	—
Mr. Song	80,000	0.01%	80,000	0.01%
Borrower A	6,760,000	0.62%	—	—

	Immediately before the commencement of the Offer Period		Immediately upon close of the CMH Offer and as at the date of this joint announcement	
	<i>No. of CMH Shares</i>	<i>%</i>	<i>No. of CMH Shares</i>	<i>%</i>
Offeror and parties acting in concert with it	420,056,500	38.68%	609,808,510	56.15%
Cool Clouds Limited (<i>Note 2</i>)	200,000,000	18.42%	200,000,000	18.42%
Ms. Chong (<i>Note 3</i>)	195,366,685	17.99%	97,514,540	8.98%
Victor Beauty Investments Limited (<i>Note 4</i>)	100,000,000	9.21%	100,000,000	9.21%
Other public CMH Shareholders	170,582,272	15.70%	78,682,407	7.24%
Total	<u>1,086,005,457</u>	<u>100.00%</u>	<u>1,086,005,457</u>	<u>100.00%</u>

Notes:

- The Offeror is a wholly-owned subsidiary of TACI which in turn is interested as to (i) approximately 55.84% by AGL, which in turn is beneficially owned as to approximately 74.99% by Lee and Lee Trust (inclusive of Mr. Lee's personal interests), being a discretionary trust; (ii) approximately 18.03% by PIA Ltd (held as investment manager); (iii) approximately 9.74% by Ms. Chong; and (iv) approximately 7.03% by Mr. Chan Kin.
- Cool Clouds Limited is a wholly-owned subsidiary of Resuccess Investments Limited which in turn is wholly-owned by Tsinghua Tongfang Co., Ltd.
- Ms. Chong has become a public shareholder of CMH since her resignation as the deputy chairman and an executive director of CMH and a director of the subsidiaries of CMH on 5 October 2023.
- Victor Beauty Investments Limited is indirectly wholly-owned by China Minsheng Investment Group Corp., Ltd.
- Immediately upon close of the CMH Offer and as at the date of this joint announcement, the public shareholders of CMH include Mr. MT Lee, Mr. Song, Ms. Chong, Victor Beauty Investments Limited and the other public CMH Shareholders.
- Certain percentages included in the above table have been subject to rounding adjustments.

Immediately upon close of the CMH Offer and as at the date of this joint announcement, subject to the completion of the transfer of the Acceptance Shares, 330,428,447 CMH Shares (representing approximately 30.43% of the total issued share capital of CMH) are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, CMH continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

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
Kong Muk Yin
Executive Director

Hong Kong, 5 October 2023

As at the date of this joint announcement, the CMH Board comprises 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.