

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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Qianhai Health Holdings Limited.

EXPLORER ROSY LIMITED

(Incorporated in the British Virgin Islands with limited liability)



Qianhai Health Holdings Limited
前海健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 911)

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE DOCUMENT RELATING
TO THE MANDATORY CONDITIONAL CASH OFFER
BY HAITONG INTERNATIONAL SECURITIES
COMPANY LIMITED FOR AND ON BEHALF
OF EXPLORER ROSY LIMITED TO ACQUIRE ALL
OF THE ISSUED SHARES OF
QIANHAI HEALTH HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR AGREED
TO BE ACQUIRED BY EXPLORER ROSY LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



Independent Financial Adviser to the IBC and the Independent Shareholders

Nuada Limited

Reference is made to (i) the joint announcement dated 24 January 2019 (the “**Joint Announcement**”) issued by Explorer Rosy Limited and Qianhai Health Holdings Limited in relation to, among other things, the Offer (as defined in the Joint Announcement); (ii) the joint announcement dated 1 February 2019, in relation to the completion of the sale and purchase of the Sale Shares; and (iii) the composite offer and response document dated 11 April 2019 jointly issued by the Offeror and the Company (the “**Composite Document**”). Unless otherwise stated, the capitalized terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) expected timetable in respect of the Offer, (ii) a letter from Haitong International Securities; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; and (v) a letter from the Independent Financial Adviser, together with the related form of acceptance and transfer (the “**Form of Acceptance**”), has been despatched to the Independent Shareholders on 11 April 2019.

The Offer will be open for acceptance on and from Thursday, 11 April 2019 and will close for acceptance at 4:00 p.m. on 2 May 2019 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 2 May 2019. The announcement of the results of the Offer will be made by 7:00 p.m. on 2 May 2019.

EXPECTED TIMETABLE

The expected timetable set out below is indicative and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and date references refer to Hong Kong times and dates.

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Thursday, 11 April 2019
Commencement date of the Offer.	Thursday, 11 April 2019
Latest time and date for acceptance of the Offer on the first Closing Date (<i>Note 2</i>)	4:00 p.m. on Thursday, 2 May 2019
First Closing Date (<i>Note 2</i>)	Thursday, 2 May 2019

Announcement of the results of the Offer
as at the first Closing Date, to be posted
on the website of the Stock Exchange and
the Company (*Note 2*) No later than 7:00 p.m.
on Thursday, 2 May 2019

Latest date for posting of remittances in respect
of valid acceptances received under
the Offer on the first Closing Date
assuming the Offer becomes or is declared unconditional
on the first Closing Date (*Note 3*) Tuesday, 14 May 2019

Latest time and date for acceptance of the Offer
on the final Closing Date assuming the Offer
becomes or is declared unconditional
on the first Closing Date (*Note 4*) 4:00 p.m. on
Thursday, 16 May 2019

Final Closing Date (*Note 4*) Thursday, 16 May 2019

Announcement of the results of the Offer
as at the final Closing Date,
to be posted on the website of the Stock Exchange No later than 7:00 p.m.
on Thursday, 16 May 2019

Latest time and date by which the Offer
can become or be declared unconditional
as to acceptances (*Note 5*) Monday, 10 June 2019

Notes:

1. The Offer, which is conditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
2. The latest time and date for acceptance will be at 4:00 p.m. on Thursday, 2 May 2019 being 21 days from the date of posting of the Composite Document, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Thursday, 2 May 2019 stating whether the Offer has been extended or revised. In the event that the Offeror decides to revise or extend the Offer, at least fourteen (14) days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

3. Subject to the Offer becoming unconditional, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. An acceptor shall be entitled to withdraw his acceptance of the Offer after 21 days from the first Closing Date if the Offer has not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offer becomes or is declared unconditional as to acceptances. Please refer to the paragraph headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
4. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional in all respects, the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror may determine 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 Offer, which will state the next Closing Date or, if the Offer has become or is unconditional at that time, that the Offer will remain open until further notice.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on Monday, 10 June 2019, being the 60th day after the day the Composite Document was posted. Accordingly, unless the Offer has previously become unconditional as to acceptances, the Offer will lapse after 7:00 p.m. on Monday, 10 June 2019, unless extended with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Offer can become or be declared unconditional in all respects is Monday, 10 June 2019.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

INDEPENDENT SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. THE DIRECTORS MAKE NO RECOMMENDATION AS TO THE FAIRNESS OR REASONABLENESS OF THE OFFER OR AS TO THE ACCEPTANCE OF THE OFFER IN THIS JOINT ANNOUNCEMENT.

INDEPENDENT SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE COMPOSITE DOCUMENT AND THE FORM OF ACCEPTANCE CAREFULLY, INCLUDING THE RECOMMENDATION FROM THE IBC AND THE ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER, BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFER.

By Order of the board of directors of
Explorer Rosy Limited
Huang Guanchao
Director

By Order of the Board
Qianhai Health Holdings Limited
George Lu
Chairman & Chief Executive Officer

Hong Kong, 11 April 2019

As at the date of this joint announcement, the executive Directors are Mr. George Lu and Mr. Wong Kwok Ming and the independent non-executive Directors are Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl.

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

As at the date of this joint announcement, Mr. Huang Guanchao and Mr. Lim Tzea are the directors of Explorer Rosy Limited.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group or the Vendor) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Company or the 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.