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**EXPLORER ROSY LIMITED**  
拓陸有限公司

*(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**

- (1) CLOSE OF MANDATORY UNCONDITIONAL 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);**  
**(2) RESULTS OF THE OFFER;**  
**(3) SETTLEMENT OF THE OFFER; AND**  
**(4) PUBLIC FLOAT OF THE COMPANY**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the IBC and the Independent Shareholders**

**Nuada Limited**

Reference is made to (i) the announcement jointly issued by the Offeror and the Company dated 2 May 2019 regarding, among other things, the Offer has become unconditional in all respects (the “**Unconditional Announcement**”); and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 11 April 2019 (the “**Composite Document**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

## **CLOSE OF THE OFFER**

As disclosed in the Unconditional Announcement, the condition of the Offer set out in the Composite Document had been satisfied, and the Offer was declared unconditional in all respects on 2 May 2019.

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offer should remain open for acceptance for not less than fourteen (14) days after the Offer becomes or is declared unconditional in all respects. The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 16 May 2019 and was not revised or extended.

## **RESULTS OF THE OFFER**

Before the commencement of the Offer Period, there had been no Share or right over any Shares held, controlled or directed by the Offeror or any parties acting in concert with it. Immediately after the Completion which took place on 1 February 2019, the Offeror and its parties acting in concert with it were interested in a total of 805,688,000 Shares, representing approximately 47.60% of the entire issued share capital of the Company as at the Latest Practicable Date.

As at 4:00 p.m. (being the latest time for acceptance of the Offer) on 16 May 2019, the Offeror received 24 valid acceptances in respect of a total of 86,797,771 Shares under the Offer (the “**Acceptance Shares**”), representing approximately 5.13% of the entire issued share capital of the Company as at the date of this joint announcement. Taking into account the Acceptance Shares and the Shares already owned by the Offeror and its parties acting in concert, as at the date of this joint announcement, the Offeror and its parties acting in concert are interested in a total of 892,485,771 Shares, representing approximately 52.72% of the total issued shares and voting rights of the Company.

Save for the Sale Shares and Acceptance Shares, none of the Offeror and its concert parties has (i) acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

## SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares tendered under the Offer will be made 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 following the later of the date on which the Offer becomes or are declared unconditional in all respects and the date of receipt by the Registrar from the Independent Shareholders accepting the Offer in accordance with the Takeovers Code.

The latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offer on the Closing Date is 27 May 2019.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately after the Completion which took place on 1 February 2019; and (ii) immediately after the close of the Offer and as at the date of this joint announcement (subject to the due registration by the Registrar of the transfer of the Acceptance Shares tendered under the Offer)

	(i) Immediately after Completion which took place on 1 February 2019		(ii) Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with it	<u>805,688,000</u>	<u>47.60</u>	<u>892,485,771</u>	<u>52.72</u>
<b>Subtotal</b>	<b>805,688,000</b>	<b>47.60</b>	<b>892,485,771</b>	<b>52.72</b>
Public Shareholders	<u>887,072,000</u>	<u>52.40</u>	<u>800,274,229</u>	<u>47.28</u>
<b>Total:</b>	<b><u>1,692,760,000</u></b>	<b><u>100.00</u></b>	<b><u>1,692,760,000</u></b>	<b><u>100.00</u></b>

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Acceptance Shares, an aggregate of 800,274,229 Shares, representing approximately 47.28% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is satisfied.

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

By Order of the Board  
**Qianhai Health Holdings Limited**  
**Huang Guanchao**  
*Chairman & Chief Executive Officer*

Hong Kong, 16 May 2019

*As at the date of this joint announcement, the executive Directors are Mr. Huang Guanchao, and Mr. Lim Tzea; 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 Directors) 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.*