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**LEGEND STRATEGY INTERNATIONAL  
HOLDINGS GROUP COMPANY LIMITED**

**枋濬國際集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1355)

**CHINA MEDICAL  
OVERSEAS LIMITED**

**中華醫學海外有限公司**

*(Incorporated in the BVI with limited liability)*

**JOINT ANNOUNCEMENT**

**(1) DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO  
MANDATORY CONDITIONAL CASH OFFERS BY**



**ON BEHALF OF CHINA MEDICAL OVERSEAS LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF LEGEND STRATEGY  
INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED AND  
CANCEL ALL OUTSTANDING SHARE OPTIONS OF  
LEGEND STRATEGY INTERNATIONAL HOLDINGS  
GROUP COMPANY LIMITED (OTHER THAN THOSE  
ALREADY OWNED OR AGREED TO BE ACQUIRED BY  
CHINA MEDICAL OVERSEAS LIMITED AND PARTIES ACTING  
IN CONCERT WITH IT);**

**AND**

**(2) APPOINTMENT OF DIRECTORS**

**Financial adviser to  
Legend Strategy International  
Holdings Group Company Limited**



**Financial adviser to  
China Medical Overseas Limited**



**Independent Financial Adviser to the  
Independent Board Committee**



**信溢投資策劃有限公司  
CHALLENGE CAPITAL MANAGEMENT LIMITED**

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, accompanied by the Forms of Acceptance, have been despatched to the Shareholders and Optionholders on 25 June 2015.

**Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Forms of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offers and the letter of advice from Challenge Capital to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.**

**Shareholders, Optionholders and/or potential investors of the Company should note that the Offers are subject to the satisfaction of the Condition. The Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and Options. Persons who are in doubt as to the action to be taken, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

## **APPOINTMENT OF DIRECTORS**

The Board announces that a total of four proposed Directors had been nominated by the Offeror to the Board. Mr. Huang Yun has been appointed as executive Director and Mr. Tso Hon Sai, Bosco, Mr. Leung Siu Hong and Mr. Chung Wai Man have been appointed as independent non-executive Directors with effect from 25 June 2015 after the despatch of the Composite Document.

Details of the above newly appointed Directors are set out in this joint announcement.

Reference is made to the joint announcement issued by Legend Strategy International Holdings Group Company Limited (the “**Company**”) and China Medical Overseas Limited (the “**Offeror**”) dated 4 June 2015 and the composite offer and response document to be jointly issued by the Offeror and the Company dated 25 June 2015 (the “**Composite Document**”). Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document unless the context herein requires otherwise.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, accompanied by the Forms of Acceptance, setting out, among other things, (i) the expected timetable in respect of the Offers; (ii) the letter from Octal Capital; (iii) the letter from the Board; (iv) the letter of recommendation from the Independent Board Committee; and (v) the letter of advice from Challenge Capital, have been despatched to the Independent Shareholders and Optionholders on 25 June 2015.

## **EXPECTED TIMETABLE OF THE OFFERS**

The timetable set out below is indicative and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and date references contained in the Composite Document and this joint announcement refer to Hong Kong times and dates.

<b>Event</b>	<b>Time &amp; Date</b>
Despatch date of the Composite Document and the Form(s) of Acceptance ( <i>Note 1</i> ) .....	Thursday, 25 June 2015
Offers open for acceptance ( <i>Note 1</i> ) .....	Thursday, 25 June 2015
Offer Closing Date ( <i>Notes 2 and 8</i> ) .....	Thursday, 16 July 2015
Latest time and date for acceptance of the Offers on the Offer Closing Date ( <i>Notes 3 and 8</i> ) .....	4:00 p.m. on Thursday, 16 July 2015
Announcement of the results of the Offers as at the Offer Closing Date on the website of the Stock Exchange .....	not later than 7:00 p.m. on Thursday, 16 July 2015
Latest date for posting of remittances in respect of valid acceptances received at or before the latest time for acceptance of the Offers on the Offer Closing Date (assuming the Offers becomes or are declared unconditional in all respects on the Offer Closing Date) ( <i>Notes 4 and 5</i> ) .....	Monday, 27 July 2015
Latest time and date for the Offers to remain open for acceptance (assuming the Offers become or are declared unconditional on the Offer Closing Date) ( <i>Note 6</i> ) .....	by 4:00 p.m. on Thursday, 30 July 2015
Subsequent closing date of the Offers if the Offers become or are declared unconditional on the Offer Closing Date ( <i>Notes 3 and 8</i> ) .....	Thursday, 30 July 2015
Latest date of posting of remittances in respect of valid acceptances received under the Offers on or before 4:00 p.m. Thursday, 30 July 2015, being the latest date on which the Offers remain open for acceptances assuming the Offers become or are declared unconditional in all respects on the Offer Closing date ( <i>Notes 4 and 5</i> ) .....	Monday, 10 August 2015
Latest time and date by which the Offers can become or be declared unconditional ( <i>Note 7</i> ) .....	7:00 p.m. on Monday, 24 August 2015

- Note 1:* The Offers, which is conditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Offers Closing Date.
- Note 2:* The latest time for acceptance of the Offers is 4:00 p.m. on Thursday, 16 July 2015 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers 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 Offers, which announcement will state either the next Closing Date or, if the Offers is at that time unconditional as to acceptances, a statement that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offers are closed to those Shareholders and Optionholders who have not accepted the Offers.
- Note 3:* Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- Note 4:* Acceptances of the Offers are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed 6. "Right of Withdrawal" in Appendix I to the Composite Document.
- Note 5:* Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Offer Shares under the Share Offer will be posted to the accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of (i) the date of receipt by the Registrar (in the case of Offer Shares) or the company secretary of the Company (in case of Option Offer) of all the relevant documents render the acceptance under the Offers complete and valid, or (ii) the date on which the Offers become or are declared unconditional in all respects whichever is the later.
- Note 6:* In any event, in accordance with Takeovers Code, when the Offers become or are declared unconditional in all respects, at least 14 days' notice in writing must be given before the Offers are closed to those Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive. The Option Offer is conditional upon Share Offer becoming or being declared unconditional in all respects and will remain open for as long as the Share Offer remains open for acceptance.
- Note 7:* In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on Monday, 24 August 2015, being the 60th day after the day the Composite Document is posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptances, the Offers will lapse after 7:00 p.m. on Monday, 24 August 2015, unless extended with the consent of the Executive.
- Note 8:* The latest time and date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, 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 Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances. Instead the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on 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.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of 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 Shareholders and Optionholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

## IMPORTANT

**Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Forms of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offers and the letter of advice from Challenge Capital to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.**

**Shareholders, Optionholders and/or potential investors of the Company should note that the Offers are subject to the satisfaction of the Condition. The Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and Options. Persons who are in doubt as to the action to be taken, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

## APPOINTMENT OF DIRECTORS

The Board announces that four Directors had been nominated by the Offeror to the Board. Mr. Huang Yun has been appointed as executive Director and Mr. Tso Hon Sai, Bosco, Mr. Leung Siu Hong and Mr. Chung Wai Man have been appointed as independent non-executive Directors (together, the “**Appointed Directors**”) with effect from 25 June 2015 after the despatch of the Composite Document.

The biographical details of the Appointed Directors are set out as follows:

### **Executive Director**

#### **Mr. Huang Yun (“Mr. Huang”)**

Mr. Huang, aged 53, has been appointed as an executive Director. He is a director and owns 10% equity interest of the Offeror. He is also the chairman of 新傑致遠(北京)投資有限責任公司 (transliterated as “Xin Jie Zhi Yuan (Beijing) Investment Co., Ltd.”), an investment holding company holding interest in a chain of restaurants in the PRC. Mr. Huang has over 16 years of business experience, including investments on real estate, finance and securities, major chain catering enterprises and extensive experience in operation and investment management.

### **Independent non-executive Directors**

#### **Mr. Tso Hon Sai, Bosco (“Mr. Tso”)**

Mr. Tso, aged 50, has been appointed as an independent non-executive Director. Mr. Tso obtained his Bachelor of Laws degree from King’s College London. He is currently a partner with Messrs Tso Au Yim & Yeung, Solicitors and has been a Hong Kong practising solicitor since 1990. Mr. Tso has been appointed as an independent non-executive director of China Fortune Investment (Holdings) Limited, (formerly known as “Neolink Cyber Technology (Holdings) Limited”) listed on GEM of the Stock Exchange (stock code: 8116) since 21 May 2007 and Imperial Pacific International Holdings Limited (formerly known as “First Natural Foods Holdings Limited”) listed on the Main Board of the Stock Exchange (stock code: 1076) since 21 November 2013. He also acted as an independent non-executive director of Goldin Financials Holdings

Limited (formerly known as “Fortuna International Holdings Limited”) listed on the Main Board of the Stock Exchange (stock code: 530) during the period from 30 July 2003 to 15 November 2012 and acted as an independent non-executive director of China Smarter Energy Group Holdings Limited (formerly known as “Rising Development Holdings Limited”) listed on the Main Board of the Stock Exchange (stock code: 1004) during the period from 31 August 2007 to 3 August 2012.

**Mr. Leung Siu Hong (“Mr. Leung”)**

Mr. Leung, aged 39, has been appointed as an independent non-executive Director. Mr. Leung holds a master’s degree in Accountancy from the University of Aberdeen, Scotland. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountant, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He has served as the company secretary and financial controller of China Starch Holdings Limited listed on the Main Board of the Stock Exchange (stock code: 3838) since February 2008. Mr. Leung also acted as the company secretary and financial controller of Ta Yang Group Holdings Limited listed on the Main Board of the Stock Exchange (stock code: 1991) during the period from March 2006 to January 2008.

**Mr. Chung Wai Man (“Mr. Chung”)**

Mr. Chung, aged 51, has been appointed as an independent non-executive Director. He obtained a Bachelor’s degree (honours) in social sciences from the University of Hong Kong in December 1989 and a Master’s degree in international business management from the City University of Hong Kong in November 1998. Mr. Chung became an associate member of the Hong Kong Institute of Certified Public Accountants (then known as “The Hong Kong Society of Accountants”) in April 1995 and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in November 1999. He has been appointed as an independent non-executive director of E Lighting Group Holdings Limited listed on GEM of the Stock Exchange (stock code: 8222) since 11 September 2014. Mr. Chung held a managerial position with Deloitte Touche Tohmatsu from July 1995 to August 2000. Mr. Chung was a chief financial officer of Artel Solutions Group Holdings Limited listed on Main Board of the Stock Exchange (stock code: 931) from August 2000 to August 2002. He was the chief financial officer and company secretary of Venturepharm Laboratories Limited listed on GEM (stock code: 8225) from August 2002 to September 2003.

Save as disclosed above, each of the Appointed Directors has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and other major appointments and professional qualifications.

Save as disclosed above, as at the date of this joint announcement, each of the Appointed Directors does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, as at the date of this joint announcement, each of the Appointed Directors (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the date of this joint announcement, no service contract has been entered into between the Appointed Directors and the Company in relation to their appointment. The Appointed Directors currently has no fixed terms of services with the Company. Pursuant to the articles of association of the Company, the Appointed Directors shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in the annual general meeting. The remuneration of the Appointed Directors has not been fixed and will be determined by the Board on the recommendation of remuneration committee of the Company with reference to their qualifications, experiences and duties and responsibilities in the Company.

There is no information in relation to the appointment of the Appointed Directors that is required to be disclosed nor are/were they involved in any of the matters required to be disclosed pursuant to Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome the Appointed Directors for joining the Board.

By order of the Board  
**Legend Strategy International Holdings  
Group Company Limited**  
**Fong Man, Kelvin**  
*Chairman and executive Director*

By order of the board of  
**China Medical Overseas Limited**  
**Huang Yun**  
*Director*

Hong Kong, 25 June 2015

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Huang Yun, Mr. Fong Man, Kelvin, Ms. Fong Nga, Peggy, Mr. Mak Yiu Cho and Mr. Law Fei Shing; and seven independent non-executive Directors, namely Mr. Tso Hon Sai, Bosco, Mr. Leung Siu Hong, Mr. Chung Wai Man, Dr. Wong Hak Kun, Jerry, Mr. Wong Sui Chi, Frankie, Mr. Frostick Stephen William and Mr. Liu Cheng Zhong.*

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

*As at the date of this joint announcement, the directors of the Offeror are Mr. Ding Yifan and Mr. Huang Yun.*

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