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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 British Virgin Islands*

*with limited liability)*

**JOINT ANNOUNCEMENT**

**OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS**

**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)**

**Financial Adviser to**

**Legend Strategy International  
Holdings Group Company Limited**



**Financial Adviser to**

**China Medical Overseas Limited**



The Offeror and the Company jointly announce that, as the condition set out in the Composite Document has now been satisfied, the Offers have become unconditional in all respects on 13 July 2015. The Composite Document has been despatched by the Offeror and the Company on 25 June 2015. Originally, pursuant to Rule 15.1 of the Takeovers Code, the Offers should remain open for acceptance for at least twenty-one (21) days following the date on which the Composite Document is despatched.

Pursuant to Rule 15.3 of the Takeovers Code, the Offers will remain open for acceptance for a period of no less than fourteen (14) days after the Offers become unconditional in all respects. Accordingly, the latest time and date for acceptance of the Offers will be extended to 4:00 p.m. on 27 July 2015 (or such other time 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 Offers as set out in the Composite Documents and Forms of Acceptance remain unchanged.

References are made to the composite offer and response document dated 25 June 2015 jointly issued by the Company and the Offeror (the “**Composite Document**”) in respect of the mandatory conditional cash offers by Octal Capital Limited on behalf of the Offeror to acquire all the issued shares of the Company and cancel all outstanding Share Options (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless the content otherwise required, capitalised terms used herein shall have the same meanings as defined in the Composite Document.

## **THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS**

As mentioned in the Composite Document, the Offers are conditional on valid acceptances of the Offers being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Shares which, together with the Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights in the Company.

Completion took place on 4 June 2015. Upon Completion, the Offeror acquired 102,576,466 Shares for a total consideration of approximately HK\$156.94 million, equivalent to HK\$1.53 per Share. The Shares represent approximately 32.58% of the 314,820,001 Shares in issue of the Company as at the date of this joint announcement.

Up to 13 July 2015, the Offeror had (i) received valid acceptances in respect of a total of 58,624,000 Offer Shares (the “**Acceptance Shares**”) under the Share Offer (representing approximately 18.62% of the entire issued share capital of the Company as at the date of this joint announcement); and (ii) not received any acceptance in respect of Share Options conferring rights on the Optionholders under the Option Offer.

Before the commencement of the Offer Period, none of the Shares or any rights over Shares were held, controlled or directed by the Offeror and parties acting in concert with it.

Save for the 102,576,466 Shares already held by the Offeror and parties acting in concert with it, representing approximately 32.58% of the entire issued share capital of the Company as at the date of this joint announcement, the Offeror and parties acting in concert with it had not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement. Neither the Offeror, its ultimate beneficial owners nor any person acting in concert with any of them (including Mr. Law) has 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 up to 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 102,576,466 Shares already held by the Offeror and parties acting in concert with it, they are interested in an aggregate 161,200,466 Shares, representing approximately 51.20% of the entire issued share capital of the Company as at 4:00 p.m. on 13 July 2015. Accordingly, the Condition has been fulfilled and the Offers have become unconditional in all respects on 13 July 2015.

#### **THE OFFERS REMAIN OPEN FOR ACCEPTANCE**

The Offeror and the Company jointly announce that, as the condition set out in the Composite Document has now been satisfied, the Offers have become unconditional in all respects on 13 July 2015. The Composite Document has been despatched by the Offeror and the Company on 25 June 2015. Originally, pursuant to Rule 15.1 of the Takeovers Code, the Offers should remain open for acceptance for at least twenty-one (21) days following the date on which the Composite Document is despatched.

Pursuant to Rule 15.3 of the Takeovers Code, the Offers will remain open for acceptance for a period of no less than fourteen (14) days after the Offers become unconditional in all respects. Accordingly, the latest time and date for acceptance of the Offers will be extended to 4:00 p.m. on 27 July 2015 (or such other time 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 Offers as set out in the Composite Documents and Forms of Acceptance remain unchanged.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the 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 the date on which the duly completed acceptances of the Share Offer and the receipt of all the relevant documents by the Registrar (in the case of Offer Shares) to render such acceptance complete and valid.

Remittances in respect for the amount due to each of the Optionholders who accepted the Option Offer will be posted to such Optionholder by ordinary post at their own risk as soon as possible but in any event within seven (7) Business days of the date on which the duly completed acceptances of the Option Offer and the receipt of all relevant documents by the company secretary of the Company to render such acceptance complete and valid.

Shareholders are advised to refer to the Composite Document and the Forms of Acceptance if they wish to accept the Offers. Shareholders are also advised to refer to the letter from the Board, the letter from the Independent Board Committee to the Independent Shareholders and Optionholders and the letter from the independent financial adviser to the Independent Board Committee contained in the Composite Document in respect of the Offers. Further announcement on the result of the Offers will be made on 27 July 2015 in accordance with 19.1 of the Takeovers Code.

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

By Order of the Board  
**China Medical Overseas Limited**  
**Huang Yun**  
*Director*

Hong Kong, 13 July 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.*