

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, CMH, TACI and AGL.



ALLIED GROUP LIMITED
(聯合集團有限公司)

(Incorporated in Hong Kong with limited liability)
(Stock Code: 373)



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

(1) CLARIFICATION ANNOUNCEMENT IN RELATION TO ANNOUNCEMENT MADE PURSUANT TO RULE 3.5 OF THE TAKEOVERS CODE; AND (2) RESUMPTION OF TRADING

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

Reference is made to the announcement dated 16 June 2023 (the “**Joint Announcement**”) jointly issued by AGL, TACI, the Offeror and CMH relating to, among others, the CMH Offer. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless specified otherwise.

CLARIFICATION OF THE OFFEROR'S INTENTION ON THE LISTING OF CMH

As disclosed in the section headed "MAINTAINING THE LISTING STATUS OF CMH AND SUFFICIENT PUBLIC FLOAT OF CMH" in the Joint Announcement:-

"The Offeror intends to maintain the listing of the CMH Shares on the Stock Exchange following the close of the CMH Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any CMH Shares outstanding after the close of the CMH Offer. The directors of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the CMH Shares. The Offeror considers that the appropriate actions to be taken after the close of the CMH Offer shall include placing down of sufficient number of accepted CMH Offer Shares by the Offeror where appropriate. The Offeror and CMH will issue a further announcement as and when necessary in this regard."

Regarding the Offeror's intention on the listing of CMH, the following statement shall replace in entirety of the statement above:-

"The Offeror intends to maintain the listing of the CMH Shares on the Stock Exchange following the close of the CMH Offer. The directors of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the CMH Shares. The Offeror considers that the appropriate actions to be taken after the close of the CMH Offer shall include placing down of sufficient number of accepted CMH Offer Shares by the Offeror where appropriate. The Offeror and CMH will issue a further announcement as and when necessary in this regard."

*However, the Offeror intends to avail itself of powers of compulsory acquisition of any CMH Shares outstanding after the close of the CMH Offer if the level of acceptances of the CMH Offer reaches the prescribed level under The Companies Act of Bermuda ("**Companies Act**") required for compulsory acquisition and the requirements of Rule 2.11 of the Takeovers Code are satisfied.*

*Pursuant to Section 102(1) of the Companies Act, if the CMH Offer has, within four months after the making of the CMH Offer (that is, the despatch of the Composite Document "**Compulsory Acquisition Entitlement Period**"), been approved (in this case, by way of accepting the CMH Offer) by the CMH Independent Shareholders of not less than nine-tenths in value of the CMH Shares other than the CMH Shares already held at the date of the CMH Offer by (or by a nominee for) the Offeror or its subsidiary, provided that such CMH Independent Shareholders are not less than three-fourths in number of the holders of those CMH Offer Shares, the Offeror may, at any time within two months beginning with the date on which such approval is obtained, give notice of compulsory acquisition to*

any dissenting CMH Shareholder that it desires to acquire the CMH Shares held by such dissenting CMH Shareholder. If such notice of compulsory acquisition is given, the Offeror shall, unless the Supreme Court of Bermuda (the “Court”) orders otherwise, be entitled and bound to acquire the CMH Shares held by the dissenting CMH Shareholders on the same terms as other CMH Shares are acquired under the CMH Offer. Any dissenting CMH Shareholder may apply to the Court to object to the proposed compulsory acquisition within one month from the date on which the notice of compulsory acquisition is given.

In addition, pursuant to Section 103(1) of the Companies Act, a holder of not less than 95% of the issued CMH Shares may give a notice of compulsory acquisition to the remaining CMH Shareholders of its intention to acquire their CMH Shares on the terms set out in the notice. When such notice of compulsory acquisition is given, such holder will be entitled and bound to acquire the CMH Shares from the remaining CMH Shareholders unless any remaining CMH Shareholder applies to the Court for an appraisal. If the Offeror acquires further CMH Shares (whether pursuant to the CMH Offer or otherwise) such that it holds not less than 95% of the issued CMH Shares, the Offeror will be entitled to give such notice of compulsory acquisition.

If the level of acceptances of the CMH Offer Shares (or the Offeror’s holding of the total issued share capital of CMH) reaches the prescribed thresholds under Section 102(1) (or Section 103(1)) of the Companies Act) and not less than 90% of the CMH Shares other than those which are owned by the Offeror and parties acting in concert with it are validly tendered for acceptance within the Compulsory Acquisition Entitlement Period, the Offeror intends (but is not obliged) to exercise its right under Section 102(1) or Section 103(1) of the Companies Act and pursuant to Rule 2.11 of the Takeovers Code to compulsorily acquire all those CMH Shares not acquired by the Offeror or parties acting in concert with it under the CMH Offer.

Pursuant to Rule 15.6 of the Takeovers Code, where the Offeror has stated in the Composite Document its intention to avail itself of any powers of compulsory acquisition, the CMH Offer may not remain open for acceptance for more than four months from the despatch date of the Composite Document, unless the Offeror has, by that time, become entitled to exercise such powers of compulsory acquisition, in which event it must do so without delay.

On completion of the compulsory acquisition process (if the compulsory acquisition right is exercised), CMH will be beneficially owned as to 100% by the Offeror and an application will be made for the withdrawal of the listing of the CMH Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.”

Save for the above, other information contained in the Joint Announcement remains unchanged.

RESUMPTION OF TRADING IN SHARES OF CMH, TACI AND AGL

At the request of CMH, the trading of the CMH Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 9 June 2023 pending the release of the Joint Announcement and this joint announcement. An application has been made by CMH to the Stock Exchange for the resumption of the trading of the CMH Shares on the Stock Exchange with effect from 9:00 a.m. on 20 June 2023.

At the request of TACI, the trading of the TACI Shares on the Stock Exchange was suspended with effect from 1:00 p.m. on 8 June 2023 pending the release of the Joint Announcement and this joint announcement. An application has been made by TACI to the Stock Exchange for the resumption of the trading of the TACI Shares on the Stock Exchange with effect from 9:00 a.m. on 20 June 2023.

At the request of AGL, the trading of the AGL Shares on the Stock Exchange was suspended with effect from 1:00 p.m. on 8 June 2023 pending the release of the Joint Announcement and this joint announcement. An application has been made by AGL to the Stock Exchange for the resumption of the trading of the AGL Shares on the Stock Exchange with effect from 9:00 a.m. on 20 June 2023.

WARNING

The CMH Offer is conditional. Accordingly, the CMH Offer may or may not become unconditional. CMH Shareholders, TACI Shareholders, AGL Shareholders and potential investors are advised to exercise caution when dealing in the CMH Shares, TACI Shares and AGL Shares, respectively, and if they are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

On behalf of the Board
Allied Group Limited
Edwin Lo King Yau
Executive Director

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
Chong Sok Un
Deputy Chairman

Hong Kong, 19 June 2023

As at the date of this joint announcement, the CMH Board comprises Ms. Chong Sok Un, 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, AGL, 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, TACI and AGL) 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, AGL, 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 CMH and AGL (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 AGL Board comprises Messrs. Lee Seng Hui (Chief Executive), Edwin Lo King Yau and Mak Pak Hung as executive directors; Mr. Arthur George Dew (Chairman), Mr. Akihiro Nagahara (Vice Chairman) and Ms. Lee Su Hwei as non-executive directors; and Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Lisa Yang Lai Sum and Mr. Kelvin Chau Kwok Wing as independent non-executive directors.

The AGL 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, 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 the opinions expressed by the directors of the Offeror, CMH and TACI (excluding AGL 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, AGL, their associates and parties acting in concert with any of them) and confirms, 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, TACI and AGL (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.