

HEALTHWAY MEDICAL CORPORATION LIMITED
Registration No.:200708625C

ANNOUNCEMENT
MANDATORY CONDITIONAL CASH OFFER
FOR HEALTHWAY MEDICAL CORPORATION LIMITED
- OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS
- CLOSE OF OFFER

1. Introduction

The Board of Directors (the "**Board**") of Healthway Medical Corporation Limited (the "**Company**") wishes to refer shareholders of the Company ("**Shareholders**") to the following documents:

- (a) the offer document dated 28 February 2017 (the "**Offer Document**") issued by RHB Securities Singapore Pte. Ltd. ("**RHBSEC**"), for and on behalf of Gentle Care Pte. Ltd. (the "**Offeror**") containing the details of the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") (which shall, for the avoidance of doubt, include any Shares issued pursuant to the exercise of instruments convertible into, rights to subscribe for, and options in respect of, Shares, convertible securities or securities which carry voting rights during the offer period), including all the Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror;
- (b) the offeree circular dated 14 March 2017 in relation to the Offer (the "**Offeree Circular**") issued by the Company to Shareholders;
- (c) the announcement (the "**Extension Announcement**") dated 27 March 2017 issued by RHBSEC, for and on behalf of the Offeror, in relation to the extension of the closing date of the Offer to 2 May 2017 (the "**Closing Date**");
- (d) the announcement (the "**Conversion Announcement**") dated 25 April 2017 issued by RHBSEC, for and on behalf of the Offeror, in relation to the conversion of the Offer to a mandatory conditional cash offer ("**MGO**") and the extension of the Closing Date to 12 May 2017 ("**Final Closing Date**"), as well as giving notice that the MGO will not be open for acceptance beyond 5.30 pm on the Final Closing Date; and
- (e) the announcement dated 12 May 2017 (the "**Close of Offer Announcement**") issued by RHBSEC, for and on behalf of the Offeror, in relation to the close of the Offer.

Copies of the Offer Document, the Offeree Circular, the Extension Announcement, the Conversion Announcement and the Close of Offer Announcement are available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

2. Offer Becomes Unconditional in All Respects

As stated in paragraph 2.2 of the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Final Closing Date, the Offeror has received valid acceptances (which have not been withdrawn) of the Offer in respect of 381,819,281 Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (either before

or during the Offer and pursuant to the Offer or otherwise), results in the Offeror and parties acting or presumed to be acting in concert with the Offeror holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company as at the close of the Offer (including any voting rights attributable to Shares issued or to be issued pursuant to the conversion of the T2 CN B where such conversion rights have been validly exercised by the respective noteholder(s) by the Final Closing Date).

THE ACCEPTANCE CONDITION HAS THEREFORE BEEN SATISFIED AND THE OFFER HAS BEEN DECLARED UNCONDITIONAL IN ALL RESPECTS ON THE DATE OF THE CLOSE OF OFFER ANNOUNCEMENT.

3. Close of the Offer

As stated in paragraph 3 of the Close of Offer Announcement, the Offer has closed at **5.30 p.m. (Singapore time)** on the Final Closing Date.

Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.

4. Settlement of the Offer

As stated in paragraph 5 of the Close of Offer Announcement, settlement of the consideration for the Offer in respect of all Offer Shares validly tendered in acceptance of the Offer on or before the Final Closing Date is expected to be made on or before 23 May 2017.

5. Directors' Responsibility Statement

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate, and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including the Close of Offer Announcement), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Veronica Chan Wee Ping
President
14 May 2017

This announcement has been prepared by the Company and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the

accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.