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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Prosten Health Holdings Limited.



BRILLIANT CHAPTER LIMITED

(Incorporated in the Republic of Seychelles with limited liability)

**PROSTEN HEALTH HOLDINGS
LIMITED**

長達健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

**JOINT ANNOUNCEMENT
DESPATCH OF THE COMPOSITE DOCUMENT
IN RELATION TO
UNCONDITIONAL MANDATORY CASH OFFER BY
ETERNAL PEARL SECURITIES LIMITED
FOR AND ON BEHALF OF
BRILLIANT CHAPTER LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
PROSTEN HEALTH HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED
BY BRILLIANT CHAPTER LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to
Brilliant Chapter Limited**



**Financial Adviser to
Prosten Health Holdings Limited**



DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the Form of Acceptance, containing, amongst others, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) the letter from Eternal Pearl; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from the Independent Financial Adviser, have been despatched to the Independent Shareholders on Friday, 12 January 2018 in accordance with the Takeovers Code.

Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the advice from the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offer.

Independent Shareholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.

INTRODUCTION

Reference is made to the composite offer and response document dated 12 January 2018 jointly issued by Brilliant Chapter Limited (the “**Offeror**”) and Prosten Health Holdings Limited (the “**Company**”) (the “**Composite Document**”) in relation to the Offer. Capitalised terms used herein 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, together with the Form of Acceptance, containing, amongst others, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) the letter from Eternal Pearl; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from the Independent Financial Adviser, have been despatched to the Independent Shareholders on Friday, 12 January 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE OFFER

The timetable sets out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable. All references to times and dates contained in this joint announcement are to Hong Kong time and dates.

Event	Time and Date
Despatch date of the Composite Document and the accompanying Form of Acceptance (<i>Note 1</i>)	Friday, 12 January 2018
Offer opens for acceptance (<i>Note 2</i>)	Friday, 12 January 2018
Latest time and date for acceptance of the Offer (<i>Notes 2, 4, 5 and 6</i>)	4:00 p.m. on Friday, 2 February 2018
Closing Date (<i>Note 2</i>)	Friday, 2 February 2018
Announcement of the results of the Offer on the website of the Stock Exchange (<i>Note 2</i>)	by 7:00 p.m. on Friday, 2 February 2018
Latest date of posting of remittance in respect of valid acceptances received on or before the latest time for acceptance of the Offer (<i>Notes 3 and 6</i>)	Tuesday, 13 February 2018

Notes:

1. The Offer, which is unconditional in all respects, is made on Friday, 12 January 2018, being the date of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The latest time for acceptance of the Offer is 4:00 p.m. on the Closing Date unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer 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). An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer have been revised or extended or have expired. In the event that the Offeror decides to extend the Offer, the announcement will state the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of all the duly completed acceptance of the Offer and the relevant documents of title of the Offer Shares in respect of such acceptance to render the acceptance under the Offer complete and valid.
4. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed "4. Right of withdrawal" in Appendix I to the Composite Document.
5. Beneficial owners of Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (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.
6. The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will be varied 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 Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead the latest time and date for acceptance of the Offer will be rescheduled to 4:00 p.m. on the next following Business Day on which neither of those warnings is in force at any time between 9:00 a.m. and 4:00 p.m. and the latest date for posting of remittances will be rescheduled to the next following Business Day on which neither of those warnings are 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 Offer and the posting of remittances do not take effect on the date and time as stated above, other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee in respect of the Offer and the letter of advice from the Independent Financial Adviser.

Independent Shareholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.

By order of the board
Brilliant Chapter Limited
Zhang Chun Hua
Director

By order of the Board
Prosten Health Holdings Limited
Xu Zhigang
Chairman and executive Director

Hong Kong, 12 January 2018

As at the date of this joint announcement, the Board comprises three executive Directors, namely Mr. Xu Zhigang, Mr. Han Jun and Mr. Shi Liangsheng, one non-executive Director, namely, Mr. Chen Weixi and three independent non-executive Directors, namely Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

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

As at the date of this joint announcement, the directors of the Offeror are Mr. Zhang Chun Hua and Ms. Zhang Chun Ping.

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

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://www.prosten.com>.