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**CHINA CONSUME ELDERLY
CARE HOLDINGS LIMITED
中國消費養老控股有限公司***

**WALKER GROUP
HOLDINGS LIMITED
盈進集團控股有限公司***

(incorporated in the Republic of Seychelles with limited liability)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

JOINT ANNOUNCEMENT

- (1) DISPOSAL OF APPROXIMATELY 60.35% INTEREST
IN THE COMPANY BY THE VENDORS TO THE OFFEROR;**
- (2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY**



KINGSTON SECURITIES

**FOR AND ON BEHALF OF THE OFFEROR FOR
ALL THE ISSUED SHARES IN THE COMPANY**

**(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO
BE ACQUIRED BY THE OFFEROR AND/OR PARTIES ACTING IN CONCERT
WITH IT) AND FOR THE CANCELLATION OF ALL OUTSTANDING
OPTIONS OF THE COMPANY;**

- (3) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE;
AND**

- (4) RESUMPTION OF TRADING IN THE SHARES**

Financial Adviser to the Offeror



KINGSTON CORPORATE FINANCE

* *For identification purposes only*

THE SP AGREEMENT

The Company was informed by the Vendors that on 7 January 2016, after trading hours, the Offeror (as purchaser) entered into the SP Agreement with the Vendors, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors, or as the case may be, Ms. Chan have conditionally agreed to sell (i) the Sale Shares, representing approximately 60.35% of the total issued share capital of the Company as at the date of this joint announcement, for a total consideration of HK\$470,583,697.50 (equivalent to HK\$1.233 per Sale Share); and (ii) the Option Shares at the Share Offer Price per Option Share.

Completion is conditional upon the fulfillment (or waiver, as may be applicable) of certain closing conditions as set out in the sub-section headed “Closing conditions of the SP Agreement” under the section headed “(A) The SP Agreement” of this joint announcement. Completion is to take place on the third Business Day or such earlier day as the Offeror may agree after the last of the closing conditions of the SP Agreement is fulfilled (or otherwise waived by the parties in accordance with the SP Agreement) or such other day as the parties to the SP Agreement may agree.

As at the date of this joint announcement, (i) the Vendors are the beneficial owners of 381,657,500 Shares; and (ii) Ms. Chan is the holder of the Ms. Chan Option to subscribe for up to 6,000,000 Option Shares, representing (aa) approximately 60.35% and 0.95%, respectively of the existing total issued share capital of the Company, and (bb) approximately 59.79% and 0.94%, respectively of the Company’s issued share capital as enlarged by the allotment and issue of the Option Shares pursuant to the full exercise of the Ms. Chan Option. Pursuant to the SP Agreement, Ms. Chan has agreed to exercise the Ms. Chan Option in full prior to Completion, and Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire the Option Shares at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document. Immediately after Completion, Ms. Huang NT and Ms. Huang NK will not hold any Shares and Ms. Chan will hold the Option Shares. Immediately after the date of posting of the Offer Document, the Vendors will not hold any Shares.

POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS

As at the date of this joint announcement, the Offeror and parties acting in concert with it did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after Completion, the Offeror and parties acting in concert with it will be interested in a total of 381,657,500 Shares, representing approximately 60.35% of the total issued share capital of the Company as at the date of this joint announcement. Upon completion of the acquisition of the Option Shares, which is expected to take place on or before the date of posting of the Offer Document, the Offeror and parties acting in concert with it will be interested in a total of 387,657,500 Shares, representing approximately 60.73% of the total issued share capital of the Company as enlarged by the allotment and issue of the Option Shares pursuant to the full exercise of the Ms. Chan Options.

Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, immediately following the Completion, the Offeror and parties acting in concert with it are required to make unconditional mandatory cash offers for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options. For the avoidance of doubt, the Offers will also be made to the holders of the Shares attributable to the Minor and the Directors other than Ms. Chan.

Subject to Completion, Kingston Securities will, on behalf of the Offeror, make the Offers in compliance with the Takeovers Code on terms to be set out in the Offer Document to be issued in accordance with the Takeovers Code on the following basis:

The Share Offer for each Share..... HK\$1.233 in cash

**The Option Offer for cancellation of each underlying Share
being the subject of outstanding Options
(with an exercise price of HK\$0.60 per Share) HK\$0.633 in cash**

The Share Offer Price of HK\$1.233 for each Share under the Share Offer is the same as the price for each Sale Share being acquired by the Offeror pursuant to the SP Agreement.

The offer price for the outstanding Options under the Option Offer represents the difference between the Share Offer Price and the exercise price of each Option. Under the Option Offer, since the exercise price of each outstanding Option is HK\$0.60 and the Share Offer Price is HK\$1.233, the offer price for each outstanding Option is HK\$0.633. The principal terms of the Offers are set out under the section headed “(B) Possible Unconditional Mandatory Cash Offers” in this joint announcement.

As at the date of this joint announcement, there are 9,000,000 outstanding Options. Under the SP Agreement, Ms. Chan will exercise the Ms. Chan Option in full to subscribe for 6,000,000 Option Shares before Completion, and Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire the 6,000,000 Option Shares at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document.

On the basis that Ms. Chan Option is exercised in full before Completion, and assuming that there is no other change in the Company's issued share capital up to the close of the Offers (save for such changes as mentioned below) and that:

- (A) none of the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised prior to the close of the Offers, there will be 638,360,000 Shares in issue upon the close of the Offers. On the basis of the acquisition of Sale Shares under the SP Agreement or the Share Offer Price of HK\$1.233 per Share, the total issued share capital of the Company upon the close of the Offers would be valued at HK\$787,097,880.00; or
- (B) the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised in full prior to the close of the Offers, there will be 641,360,000 Shares in issue upon the close of the Offers. On the basis of the acquisition of Sale Shares under the SP Agreement or the Share Offer Price of HK\$1.233 per Share, the total issued share capital of the Company upon the close of the Offers would be valued at HK\$790,796,880.00.

Under Scenario (A) above, a total of 250,702,500 Shares (including the Shares attributable to the Minor and the Shares held by the Directors other than Ms. Chan) will be subject to the Share Offer and 3,000,000 Options will be subject to the Option Offer. On the basis of full acceptance of the Offers, the cash consideration payable by the Offeror under the Share Offer and the Option Offer will be HK\$309,116,182.50 and HK\$1,899,000.00 respectively, amounting to a total of HK\$311,015,182.50.

Under Scenario (B) above, a total 253,702,500 Shares (including the Shares attributable to the Minor and the Shares held by the Directors other than Ms. Chan) will be subject to the Share Offer (and no Option will be subject to the Option Offer), and on the basis of full acceptance of the Share Offer, the cash consideration payable by the Offeror under the Share Offer will be HK\$312,815,182.50.

The Offeror intends to maintain the listing of the Shares on the Stock Exchange and will undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that sufficient public float as required under the Listing Rules exists in the Shares.

Kingston Corporate Finance, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptance of the Offers.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee has been formed to make recommendation to the Independent Shareholders (including, for the purpose of the Share Offer, the holders of the Shares attributable to the Minor and the Directors other than Ms. Chan) and the Option holders in relation to the Offers pursuant to Rule 2.1 of the Takeovers Code.

An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offers pursuant to Rule 2.1 of the Takeovers Code. Further announcement(s) will be made when an independent financial adviser to the Independent Board Committee is appointed.

DESPATCH OF OFFER DOCUMENT

It is the intention of the Offeror and the Board that the offer document and the offeree board circular be combined in an Offer Document. The Offer Document setting out, among other things, terms of the Offers, the recommendations of the Independent Board Committee to the Independent Shareholders (including, for the purpose of the Share Offer, the holders of the Shares attributable to the Minor and the Directors other than Ms. Chan) and Option holders about the Offers, the letter of advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders and Option holders of the Offers will be posted to the Independent Shareholders and Option holders within 21 days of the date of this joint announcement pursuant to Rule 8.2 of the Takeovers Code.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 8 January 2016 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 13 January 2016.

Warning: The Offers are a possibility only.

The Offers will only be made if the SP Agreement is completed. The Completion is conditional upon the fulfillment of certain closing conditions as set out in the sub-section headed “Closing conditions of the SP Agreement” under the section headed “(A) The SP Agreement” of this joint announcement. Accordingly, the Offers may or may not be made. Shareholders and potential investors are advised to exercise caution in dealing in the Shares.

(A) THE SP AGREEMENT

The Company was informed by the Vendors that on 7 January 2016, after trading hours, the Offeror (as purchaser) entered into the SP Agreement with the Vendors, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors or, as the case may be, Ms. Chan have conditionally agreed to sell, (i) the Sale Shares; and (ii) the Option Shares, representing approximately:

- (i) 60.35% and 0.95% respectively of the total existing issued share capital of the Company as at the date of this joint announcement; and
- (ii) 59.79% and 0.94% respectively of the Company's total issued share capital as enlarged by the allotment and issue of the Option Shares following the exercise of the Ms. Chan Option in full.

Set out below are the principal terms of the SP Agreement.

Date:

7 January 2016

Parties involved:

- (1) the Vendors (as seller);
- (2) the Vendors Guarantor (as vendors' guarantor);
- (3) the Offeror (as purchaser); and
- (4) the Offeror Guarantor (as offeror's guarantor)

Subject matter

Pursuant to the SP Agreement, the Offeror has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, being 381,657,500 Shares in aggregate as at the Completion Date. Ms. Chan has agreed to exercise the Ms. Chan Option in full prior to Completion, and Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire the Option Shares, being 6,000,000 Shares, at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document.

Immediately after Completion, the Offeror and parties acting in concert with it will be interested in a total of 381,657,500 Shares, representing approximately 60.35% of the total issued share capital of the Company as at the date of this joint announcement. Upon completion of the acquisition of the Option Shares, which is expected to take place on or before the date of posting of the Offer Document, the Offeror and parties acting in concert with it will be interested in a total of 387,657,500 Shares, representing approximately 60.73% of the total issued share capital of the Company as enlarged by the allotment and issue Option Shares, assuming the full exercise of the Ms. Chan Option.

Consideration for the Sale Shares

The Consideration for the Sale Shares is HK\$470,583,697.50, equivalent to HK\$1.233 per Sale Share, which was determined after arm's length negotiations between the Offeror and the Vendors and having taken into account the net asset value of the Group, recent market prices of the Shares and a premium for a controlling interest in the Company. The Consideration shall be payable to each of the Vendors in the following proportion:

Name of vendor	Beneficial interest in issued Shares (Number of Shares)	Consideration allocated (HK\$)
Ms. Chan	246,672,500	304,147,192.50
Ms. Huang NK	67,492,500	83,218,252.50
Ms. Huang NT	67,492,500	83,218,252.50
Total	381,657,500	470,583,697.50

The Consideration shall be payable by the Offeror in the following manner:

- (a) a deposit of HK\$47,000,000.00 (the “**Deposit**”) shall be paid before 4:00 p.m. on the first Business Day following the signing of the SP Agreement to the Vendors in accordance with their proportion of shareholding in the Sale Shares. The Offeror shall pay to the Vendors the sum of HK\$47,000,000.00 by way of bank transfer to the bank account of the Vendors Guarantor or other methods of payment as agreed by the Offeror and the Vendors. Ms. Huang NK and Ms. Huang NT have irrevocably appointed the Vendors Guarantor as the collecting agent to receive their respective proportion of the Deposit. The Vendors Guarantor shall provide written confirmation to the Offeror that the Deposit has been so transferred to her bank account. The Deposit shall be applied in accordance with the terms broadly set out as follows:
- (i) subject to Completion taking place, on the Completion Date, the Deposit shall be treated as part of the Consideration paid by the Offeror; and
- (ii) (aa) in the event of the Offeror's failure to satisfy the closing conditions (a) set out below which caused the closing conditions (b) unsatisfied or (bb) if, following satisfaction (or where applicable, waiver) of all the closing conditions, the Offeror fails to complete the SP Agreement otherwise than as a result of the default of the Vendors or any of them, the Deposit paid to the Vendors shall be forfeited as liquidated damages and the Offeror shall have no further liability to the Vendors under the SP Agreement or otherwise.

If the closing conditions of the SP Agreement are not satisfied otherwise than as a result of the circumstances set out in item (ii) above, or where applicable, waived, on or before the Long Stop Date, the Vendors shall return a sum of money equivalent to the Deposit to the Offeror within five Business Days of the Long Stop Date.

For the avoidance of doubt, the Deposit has been received by the Vendors as at the date of this joint announcement.

- (b) At Completion, the Offeror shall pay the remaining sum of the Consideration of HK\$423,583,697.50 to the Vendors in accordance with their proportion of shareholding in the Sale Shares. The Offeror shall pay to the Vendors by way of bank transfer to the bank account of the Vendors Guarantor or other methods of payment as agreed by the Offeror and the Vendor. Ms. Huang NK and Ms. Huang NT have irrevocably appointed the Vendors Guarantor as the collecting agent to receive their respective proportion of the remaining sum of the Consideration. The Vendors Guarantor shall provide written confirmation to the Offeror that the remaining sum of the Consideration has been so transferred to her bank account.

Closing conditions of the SP Agreement

Completion of the SP Agreement is subject to all of the following closing conditions being and remaining satisfied as at Completion (or waived as described below):

- (a) the Stock Exchange and the Executive having confirmed in writing that they have no further comment on this joint announcement to be released in connection with the transactions contemplated under the SP Agreement and the publication of this joint announcement on the website of the Stock Exchange;
- (b) before the publication of this joint announcement, there being no indication from the Stock Exchange or the Executive that the listing status of the Company will be withdrawn, or the Shares shall not be listed on the Stock Exchange (including but not limited to the suitability of the Company having the listing status on the Stock Exchange) as a result of the Completion, the terms of the SP Agreement or the transactions contemplated under the SP Agreement, irrespective of whether the aforesaid indication of the Stock Exchange or the Executive is conditional or not; and
- (c) the representations and warranties in the SP Agreement given by the Vendors remain substantially true, accurate, complete and not misleading.

The Vendors and the Vendors Guarantor shall use their reasonable endeavours to procure the fulfillment of the closing conditions on or before the Long Stop Date, including but not limited to making all necessary applications after the signing of the SP Agreement and supplying the related information to the Stock Exchange and the Executive. The Offeror shall use its reasonable endeavours to procure the fulfillment of the closing condition (a) on or before the Long Stop Date and supply the relevant documents and information to the Stock Exchange, the Executive and the other regulators at their reasonable requests, including but not limited to supplying information about the Offeror to the Stock Exchange and the Executive and the proof of sufficient financial resources for the Offers to the satisfaction of the Executive. The Vendors shall use their reasonable endeavours to procure the Company to sign and deliver the said applications and documents at the reasonable requests of the Stock Exchange and the Executive to the extent that it is within its power to do so.

The Offeror may in its absolute discretion at any time waive in writing any of the closing conditions above. For the avoidance of doubt, the Offeror does not have the right to waive closing condition (a) set out above. The Offeror shall not prevent any of the closing conditions from being satisfied as a result of its action or inaction (or other parties' action or inaction). The Vendors shall provide assistance to the Offeror at its reasonable request to procure the fulfillment of the closing conditions.

In the event that the closing conditions are not fulfilled (or where applicable, waived) on or before the Long Stop Date, the SP Agreement and the transactions contemplated thereunder shall terminate and be null and void and of no further effect and no party to the SP Agreement shall have any liability to any other party, save with respect to any prior breaches of the SP Agreement and subject to the continuing obligations.

Completion

Completion shall take place at 3:00 p.m. (Hong Kong time) at the office of the Offeror's legal advisers (or such other time or place as the parties to the SP Agreement may agree in writing) on the third Business Day after the fulfillment (or waiver, as the case may be) of last of the closing conditions of the SP Agreement or such earlier day as the Offeror may agree.

Upon signing of the SP Agreement, the Vendors (including the Vendors Guarantor) shall use their reasonable endeavours to cause such persons as the Offeror may nominate to be validly appointed as the company secretary and/or Directors and such appointment(s) shall be effective on a date to be determined by the Offeror and such effective date shall be permitted under the Takeovers Code.

Warranties, indemnities and undertakings

The Vendors have given warranties to the Offeror which are customary in the circumstances, in respect of, among other things, the legal status, financial conditions, business, operations and assets in relation to the Group.

The Offeror Guarantor unconditionally and irrevocably guarantees to the Vendors that the Offeror shall perform and fulfil the obligations and undertakings under the SP Agreement in a reasonably timely manner. The Offeror Guarantor also undertakes and agrees that the Offeror Guarantor shall pay the Vendors and the Vendors be paid all losses or reasonable fees and expenses incurred as a result of the default by the Offeror in the performance of its obligations under the SP Agreement. This is a continuing guarantee and shall remain in full force.

(B) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS

Terms of the Offers

As at the date of this joint announcement, the Offeror and parties acting in concert with it did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, other than the interest in the Sale Shares and the Option Shares under the SP Agreement. Immediately after Completion, the Offeror and parties acting in concert with it will be interested in a total of 381,657,500 Shares, representing approximately 60.35% of the total issued share capital of the Company as at the date of this joint announcement. Upon completion of the acquisition of the Option Shares, which is expected to take place on or before the date of posting of the Offer Document, the Offeror and parties acting in concert with it will be interested in a total of 387,657,500 Shares, representing approximately 60.73% of the then total issued share capital of the Company as enlarged by the allotment and issue of the Option Shares pursuant to the full exercise of the Ms. Chan Option.

Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, immediately following the Completion, the Offeror and parties acting in concert with it are required to make unconditional mandatory cash offers for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options. For the avoidance of doubt, the Offers will also be made to the holders of the Shares attributable to the Minor and the Directors other than Ms. Chan.

Subject to Completion, the Offers are unconditional mandatory cash offers and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

As at the date of this joint announcement, there are 632,360,000 Shares in issue and the Company has outstanding Options which entitle the holders thereof to subscribe for up to 9,000,000 Shares (including the 6,000,000 Option Shares attributable to the Ms. Chan Option), which are exercisable at the exercise price of HK\$0.60 per Share during the exercise period from 5 August 2009 to 4 August 2017. All 9,000,000 outstanding Options were granted pursuant to a share option scheme conditionally adopted by the Company on 21 May 2007.

Save for outstanding Options as disclosed above, the Company has no outstanding securities, options, warrants or derivatives which are convertible into or which confer rights to require the issue of Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

Under the SP Agreement, Ms. Chan has agreed to exercise the Ms. Chan Option in full to subscribe for 6,000,000 Option Shares before Completion, and Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire the 6,000,000 Option Shares at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document. On the basis that Ms. Chan Option is exercised in full before Completion and assuming that there is no other change in the issued share capital of the Company up to the close of the Offers (save for such changes as mentioned below) and that:

- (i) none of the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised prior to the close of the Offers, there will be 638,360,000 Shares in issue and 3,000,000 Options outstanding upon the close of the Offers, a total of 250,702,500 Shares will be subject to the Share Offer and 3,000,000 Options will be subject to the Option Offer; or
- (ii) the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised in full prior to the close of the Offers, there will be 641,360,000 Shares in issue and a total of 253,702,500 Shares will be subject to the Share Offer (and no Option will be subject to the Option Offer).

Subject to Completion, Kingston Securities, will on behalf of the Offeror, make the Offers in compliance with the Takeovers Code on the terms to be set out in the Offer Document on the following basis:

The Share Offer for each Share HK\$1.233 in cash

**The Option Offer for cancellation of each underlying Share
being the subject of outstanding Options
(with an exercise price of HK\$0.60 per Option Share) HK\$ 0.633 in cash**

The Share Offer Price of HK\$1.233 for each Share under the Share Offer is the same as the price per each Sale Share being acquired by the Offeror pursuant to the SP Agreement.

The offer price for the outstanding Options under the Option Offer represents the difference between the Share Offer Price and the exercise price of each Option. Under the Option Offer, since the exercise price of each outstanding Option is HK\$0.60 and the Share Offer Price is HK\$1.233, the offer price for each outstanding Option is HK\$0.633.

Comparison of value

The Share Offer Price of HK\$1.233 per Share represents:

- (i) a premium of approximately 27.11% over the closing price of HK\$0.97 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 28.71% over the average closing price of HK\$0.958 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a premium of approximately 26.07% over the average closing price of approximately HK\$0.978 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 32.15% over the average closing price of approximately HK\$0.933 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including the Last Trading Day; and
- (v) a premium of approximately 166.31% over the unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$0.463 per Share as at 30 September 2015 calculated based on the information as set out in the Interim Report.

Highest and lowest closing prices of Shares

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the Last Trading Day from 7 July 2015 to 6 January 2016 are HK\$1.15 per Share on 26 October 2015 and HK\$0.50 per Share on 8 July 2015, respectively.

Total value of the Offers

Under the SP Agreement, before Completion, Ms. Chan has agreed to exercise the Ms. Chan Option to subscribe for 6,000,000 Option Shares in full. Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire such 6,000,000 Option Shares at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document.

On the basis that the Ms. Chan Option is exercised in full before Completion, and assuming that there is no other change in the Company's issued share capital up to the close of the Offers (save for such changes as mentioned below) and that:

- (A) none of the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised prior to the close of the Offers, there will be 638,360,000 Shares in issue upon the close of the Offers. On the basis of the acquisition of Sale Shares under the SP Agreement or the Share Offer Price of HK\$1.233 per Share, the total issued share capital of the Company upon the close of the Offers would be valued at HK\$787,097,880.00; or
- (B) the other outstanding Options (which carry rights to subscribe for up to 3,000,000 Shares) are exercised in full prior to the close of the Offers, there will be 641,360,000 Shares in issue upon the close of the Offers. On the basis of the acquisition of Sale Shares under the SP Agreement or the Share Offer Price of HK\$1.233 per Share, the total issued share capital of the Company upon the close of the Offers would be valued at HK\$790,796,880.00.

Under Scenario (A) above, a total of 250,702,500 Shares (including the Shares attributable to the Minor and the Shares held by the Directors other than Ms. Chan) will be subject to the Share Offer and 3,000,000 Options will be subject to the Option Offer. On the basis of full acceptance of the Offers, the cash consideration payable by the Offeror under the Share Offer and the Option Offer will be HK\$309,116,182.50 and HK\$1,899,000.00 respectively, amounting to a total of HK\$311,015,182.50.

Under Scenario (B) above, a total 253,702,500 Shares (including the Shares attributable to the Minor and the Shares held by the Directors other than Ms. Chan) will be subject to the Share Offer (and no Option will be subject to the Option Offer), and on the basis of full acceptance of the Share Offer, the cash consideration payable by the Offeror under the Share Offer will be HK\$312,815,182.50.

Financial resources

The Offeror would finance the consideration payable for the Offers from the Facility and own resources.

Kingston Corporate Finance, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptance of the Offers.

Effect of accepting the Offers

By validly accepting the Share Offer, Independent Shareholders (including the holders of Shares attributable to the Minor and the Directors other than Ms. Chan) would sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including the rights to receive in full all dividends and other distributions, if any, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of posting of the Offer Document.

By validly accepting the Option Offer, Option holders would agree to the cancellation of their tendered Options and all rights attached thereto with effect from the date on which the Option Offer is made, that is, the date of posting of the Offer Document.

Acceptance of the Offers by any Independent Shareholder or Option holder (as the case may be) will be deemed to constitute a warranty by such person that all Shares or Options sold by such person under the Offers are free from all Encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and distributions declared, made or paid, if any, on or after the date on which the Offers are made.

Acceptance of the Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Payment

Payment in cash in respect of acceptance of the Offers would be made as soon as possible but in any event within seven (7) business days (as defined under the Takeovers Code) of the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Options (as the case may be) in respect of such acceptance are received by or for the Offeror to render each such acceptance of any of the Share Offer and the Option Offer complete and valid.

Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Share Offer amounting to 0.1% of the amount payable in respect of the relevant acceptance or if higher, the market value of the Shares, would be deducted from the amount payable to Shareholders who accept the Share Offer. The Offeror would bear its own portion of buyer's Hong Kong ad valorem stamp duty at the rate of 0.1% of the amount payable in respect of the relevant acceptance or if higher, the market value of the Shares, and would be responsible to account to the Stamp Office of Hong Kong for stamp duty payable for the sale and purchase of the Shares which are validly tendered for acceptance under the Share Offer.

No stamp duty is payable in connection with the acceptance of the Option Offer.

Overseas Shareholders and Option holders

As the Offers to persons not residing in Hong Kong might be affected by the laws of the relevant jurisdiction in which they are resident, overseas Shareholders and Option holders whose addresses as shown in the registers of members of the Company are outside Hong Kong and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong should obtain information about and observe any applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offers. It is the responsibility of the overseas Shareholders and Option holders who wish to accept the Share Offer and the Option Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions).

Any acceptance by any overseas Shareholders and Option holders will be deemed to constitute a representation and warranty from such overseas Shareholders and Option holders to the Offeror that the local laws and requirements have been complied with. The overseas Shareholders and Option holders should consult their professional advisers if in doubt.

Taxation advice

Shareholders and Option holders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offers. The Offeror accepts no responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Other arrangements

For the six months immediately prior to the date of this joint announcement, the Offeror and parties acting in concert with it have not dealt in nor do they have any Shares, options, derivatives, warrants or other securities convertible into Shares.

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for entering into the SP Agreement, none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them owns or has control or direction over any voting rights or rights over the Shares, options, derivatives, warrants or other securities convertible into Shares;
- (ii) none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them has received any irrevocable commitment to accept the Offers;
- (iii) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, its ultimate beneficial owners or any person acting in concert with any of them;
- (iv) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offers;
- (v) there is no agreement or arrangement to which the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers; and
- (vi) none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Effect of Completion on the shareholding structure of the Company

Set out below are the shareholding structure of the Company (i) as at the date of this joint announcement (assuming no Options are exercised); and (ii) after Completion but immediately before any acceptance of the Offers, assuming that the Ms. Chan Option is exercised in full and the Offeror has purchased the Option Shares from Ms. Chan or (A) other outstanding Options are not exercised; and (B) all other outstanding Options are exercised in full:

	As at the date of this joint announcement (assuming no Options are exercised)		After Completion but immediately before any acceptance of the Offers, assuming that the Ms. Chan Option is exercised in full and the Offeror has purchased the Option Shares from Ms. Chan and (A) other outstanding Options (B) all other outstanding Options are not exercised are exercised in full			
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
The Vendors	381,657,500	60.35	—	—	—	—
HUNG Tin Chun, an executive Director (Note 1)	212,000	0.04	212,000	0.03	2,212,000	0.35
KIU Wai Ming, an executive Director	6,500,000	1.03	6,500,000	1.02	6,500,000	1.01
The Offeror (and parties acting in concert with it)	0	0	387,657,500	60.73	387,657,500	60.44
The Minor (Note 2)	67,492,500	10.67	67,492,500	10.57	67,492,500	10.52
HUI Wan Hon (Note 3)	56,271,400	8.90	56,271,400	8.82	56,271,400	8.78
Other Shareholders	120,226,600	19.01	120,226,600	18.83	121,226,600	18.90
Total:	<u>632,360,000</u>	<u>100.00</u>	<u>638,360,000</u>	<u>100.00</u>	<u>641,360,000</u>	<u>100.00</u>

Notes:

- (1) Mr. HUNG Tin Chun is the brother-in-law of Ms. Chan. 212,000 Shares are currently held by Ms. SZE Ming Fun, who is the spouse of Mr. HUNG Tin Chun.
- (2) The Minor is the son of the late Mr. HUANG Wen Yi whose surviving spouse is Ms. Chan. The Minor is a relative of Ms. Chan and is a party acting in concert with her. As the Minor is aged below 18 years, under Hong Kong laws, his entitlement to such 67,492,500 Shares is a contingent interest during his infancy, and are held by Ms. Chan, Messrs LAI Kai Yan and HAUGHEY Darach Eoghan (in their capacity of the joint and several administrators of the estate of the late Mr. HUANG Wen Yi) on his behalf. The said administrators (who are under fiduciary duties) may or may not accept the Offers which are extended to such Shares.

- (3) Such information is compiled based on the disclosure of interests form filed by Mr. HUI Wan Hon. So far as the Directors are aware, Mr. HUI Wan Hon is an Independent Third Party.

At the date of this joint announcement, (i) the Vendors are the beneficial owners of 381,657,500 Shares; and (ii) Ms. Chan is the holder of an Option to subscribe for up to 6,000,000 Option Shares, representing (aa) approximately 60.35% and 0.95%, respectively of the existing total issued share capital of the Company, and (bb) approximately 59.79% and 0.94%, respectively of the Company's issued share capital as enlarged by the allotment and issue of the Option Shares pursuant to the full exercise of the Ms. Chan Option. Pursuant to the SP Agreement, Ms. Chan has agreed to exercise the Ms. Chan Option in full prior to Completion, and Ms. Chan has irrevocably undertaken to sell and the Offeror has agreed to acquire the Option Shares at the Share Offer Price per Option Share on or prior to the date of posting of the Offer Document. Immediately after Completion, Ms. Huang NT and Ms. Huang NK will not hold any Shares and Ms. Chan will hold the Option Shares. Immediately after the date of posting of the Offer Document, the Vendors will not hold any Shares.

Information on the Offeror

The Offeror was incorporated in the Republic of Seychelles with limited liability on 11 December 2014. The Offeror is an investment holding company and had not carried on any business since its incorporation until the entering into of the SP Agreement. As at the date of this joint announcement, the Offeror is wholly owned by Mr. Zhu, who is also the sole director of the Offeror.

Mr. Zhu, aged 45, is experienced in the industry of electronic commerce in the PRC. He is currently the general manager of 上海旭日養老服務有限公司 (Shanghai Xuri Elderly Care Services Company Limited*), which is engaged in the provision of pension-related financial products and services in the PRC, with certain projects operating in alliance with a fund in the PRC and several banking institutions in the PRC (including a joint venture company formed by banking institutions in the PRC which is engaged in electronic-payment-related services). Mr. Zhu does not hold any directorships in any public or listed companies.

The Offeror and its ultimate beneficial owner are third parties independent of, and not acting in concert with, the Vendors of the SP Agreement. Immediately preceding to the Completion, none of the Offeror or its ultimate beneficial owner owns any Shares.

Intention of the Offeror regarding the Group

The Offeror intends to continue the existing principal activities of the Group. Following completion of the Offers, the Offeror will conduct a review on the business operations and financial position of the Group for the purpose of formulating suitable business plans and strategies for the future business development of the Group which may include, among other things, the closing of certain loss-making shops in certain areas and, if appropriate, opening of new shops in other areas. The Offeror may also leverage the business network of Mr.

Zhu, which includes but not limited to financial and banking institutions in the PRC, and his experience in the industry of electronic commerce to facilitate the development and expansion of the Group's existing business portfolio, establish new business and broaden the source of income of the Group. Subject to the results of the review, and should suitable investment or business opportunities arise, the Offeror may consider acquisition of assets and/or business by the Group in order to enhance its profitability as well as value to the Shareholders in the long run. As at the date of this joint announcement, the Offeror has no plan for any acquisition or disposal of the existing assets or business of the Group.

Proposed change of board composition of the Company and the Group

The Board is currently made up of six Directors, comprising three executive Directors and three independent non-executive Directors. Pursuant to the terms of the SP Agreement, subject to the Completion, the Vendors shall cause all Directors, except Ms. Chan and Mr. KIU Wai Ming, to give notice to resign as director of the Group with effect from a date to be determined by the Offeror and such effective date shall be permitted under (or pursuant to any dispensation from) the Takeovers Code or by the SFC.

In addition, pursuant to the terms of the SP Agreement, the Vendors shall use their reasonable endeavours to cause such persons as the Offeror may nominate to be validly appointed as the company secretary and/or Directors and such appointment(s) shall be effective on a date to be determined by the Offeror and such effective date shall be permitted under the Takeovers Code. Further announcement(s) will be made on any further proposed change of the composition of the board of directors of the Group.

Any changes to the Board composition will be made in compliance with the Takeovers Code and the Listing Rules.

Maintaining the listing status of the Company

The Offeror intends to maintain the listing status of the Company and it will irrevocably undertake that it will be responsible for maintaining the 25% public float requirement upon closing of the Offers under Rule 8.08 of the Listing Rules.

If, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- there are insufficient Shares in public hands to maintain an orderly market,

the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

As the Company and the Offeror are unable to ascertain at this stage the level of acceptances by the holders of Shares under the Offers, they have not decided the exact steps/actions that will be taken by them after the close of the Offers to restore the public float of the Shares, if required. Notwithstanding this, the Company and the Offeror consider that the appropriate actions to be taken shall include placing down of sufficient number of accepted Shares by the Offeror and/or issue of new Shares by the Company for this purpose. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

INFORMATION OF THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its Shares have been listed on the Stock Exchange since 2007. The Group is principally engaged in the development and retailing of a diversified range of footwear products under its own brands, namely, ACUPUNCTURE, ARTEMIS, COUBER.G, FORLERIA, OXOX, TRU-NARI, A+A2 and WALACI, through its self-managed retail shops, concession points in department stores and franchised stores. The Group possesses an extensive sales network across the regions of the PRC, Hong Kong and Taiwan.

Set out below is the audited revenue, profit before tax and profit attributable to the owners of the Company for each of the two financial years ended 31 March 2014 and 31 March 2015, and the unaudited revenue, profit before tax and profit attributable to the owners of the Company for the six months ended 30 September 2015:

	For the year ended 31 March		For the six months ended
	2014	2015	30 September
	(audited)	(audited)	(unaudited)
	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>
Revenue	1,299	1,091	428
Loss before tax	(216)	(86)	(71)
Loss for the year/period	(230)	(88)	(71)

Further financial information of the Group will be set out in the Offer Document to be despatched to the Shareholders and the Option holders.

GENERAL

Independent Board Committee

An Independent Board Committee, comprising all the independent non-executive Directors namely Mr. SZE Tsai Ping, Michael, Dr. FAN Yiu Kwan, *JP* and Mr. LEE Kwan Hung who have no direct or indirect interest in the Offers, has been formed in order to advise the Independent Shareholders and the Option holders as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers pursuant to Rule 2.1 of the Takeovers Code.

Appointment of independent financial adviser

An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offers. Further announcement(s) will be made when an independent financial adviser to the Independent Board Committee is appointed.

Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) of the Offeror and the Company (including their respective holders having interests of 5% or more of any relevant securities) are reminded to disclose their dealings in the relevant securities in the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other person themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that the stockbrokers and other intermediaries will supply the Executive with the relevant information as to those dealings, including identities of clients, as part of that cooperation.”

DESPATCH OF OFFER DOCUMENT

It is the intention of the Offeror and the Board that the offer document and the offeree board circular be combined in an Offer Document. The Offer Document setting out, among other things, terms of the Offers, the recommendations of the Independent Board Committee to the Independent Shareholders (including, for the purpose of the Share Offer, the holders of the Shares attributable to the Minor and the Directors other than Ms. Chan) and Option holders about the Offers, the letter of advice of the independent financial adviser to the Independent Board Committee, the Independent Shareholders and Option holders in respect of the Offers will be posted to the Independent Shareholders and Option holders within 21 days of the date of this joint announcement pursuant to Rule 8.2 of the Takeovers Code.

Resumption of trading in the Shares

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 8 January 2016 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 13 January 2016.

Warning: The Offers are a possibility only.

The Offers will only be made if the SP Agreement is completed. The Completion is conditional upon the fulfillment of a number of closing conditions as set out in the sub-section headed “Closing conditions of the SP Agreement” under the section headed “(A) The SP Agreement” of this joint announcement. Accordingly, the Offers may or may not be made. Shareholders and potential investors are advised to exercise caution in dealing in the Shares.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this joint announcement:

“acting in concert”	has the meaning defined in the Takeovers Code
“associate(s)”	has the meaning ascribed thereto under the Takeovers Code
“Board”	means the board of Directors

“Business Day(s)”	means a day on which banks in Hong Kong are open for business other than (i) a Saturday or (ii) a day on which a tropical cyclone warning signal number 8 or above is hoisted in Hong Kong between 9:00 a.m. and 12:00 p.m. and the tropical cyclone warning signal remains to be hoisted at or before 12:00 p.m. or (iii) a black rainstorm signal is hoisted in Hong Kong at or before 12:00 p.m. and remains to be hoisted at or before 12:00 p.m
“Company”	means Walker Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed on the Main Board of the Stock Exchange (stock code: 1386)
“Completion”	means the completion of the SP Agreement
“Completion Date”	means the third Business Day after the fulfillment (or waiver) of last of the closing conditions of the SP Agreement or such earlier date as the Offeror may agree
“Consideration”	means HK\$470,583,697.50, being the aggregate consideration for the Sale Shares under the SP Agreement
“Director(s)”	means the director(s) of the Company
“Encumbrances”	means a mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect
“Executive”	means the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Facility”	means a standby loan facility up to HK\$313,200,000.00 granted by Kingston Securities to the Offeror to finance its financial obligations under the Offers
“Group”	means collectively, the Company and its subsidiaries from time to time
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

“Independent Board Committee”	means an independent committee of the Board comprising all the independent non-executive Directors (being Mr. SZE Tsai Ping, Michael, Dr. FAN Yiu Kwan, <i>JP</i> and Mr. LEE Kwan Hung), who have no direct or indirect interest in the Offers, established for the purpose of advising the Independent Shareholders in respect of the Offers and in particular as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers
“Independent Shareholders”	means the Shareholders other than the Offeror, parties acting in concert with it and those who are involved in or interested in the Offers, but including (for the avoidance of doubt), the holder of the Shares attributable to the Minor and the Directors other than Ms. Chan
“Interim Report”	means the interim report of the Company for six months ended 30 September 2015
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed by the SFC to conduct Type 6 (advising on corporate finance) regulated activity under the SFO and the financial adviser to the Offeror
“Kingston Securities”	Kingston Securities Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities) regulated activity under the SFO which shall make the Offers on behalf of the Offeror
“Last Trading Day”	means 7 January 2016, being the last day on which the Shares were traded on the Stock Exchange prior to the suspension of trading in the Shares pending the release of this joint announcement
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	means 29 February 2016
“Main Board”	means the main board maintained and operated by the Stock Exchange
“Minor”	Mr. HUNG Ting Yang (洪定洋), the son of the late Mr. HUANG Wen Yi (洪文藝) whose surviving spouse is Ms. Chan
“Mr. Zhu” or “Offeror Guarantor”	means Mr. ZHU Xiaojun (朱曉軍), the sole shareholder of the Offeror

“Ms. Chan” or “Vendors Guarantor”	means Ms. CHAN Mei Sheung (陳美雙), an executive Director and the controlling shareholder of the Company
“Ms. Chan Option”	means the outstanding Option held by Ms. Chan to subscribe for up to 6,000,000 Option Shares
“Ms. Huang NK”	means Ms. HUANG Nga Ki (洪雅琦), a substantial shareholder of the Company and a daughter of Ms. Chan
“Ms. Huang NT”	means Ms. HUANG Nga Ting (洪雅葶), a substantial shareholder of the Company and a daughter of Ms. Chan
“Offers”	means collectively, the Share Offer and the Option Offer
“Offer Document”	means the offer and response document (in either composite or separate form) together with the forms of acceptance to be despatched to the Shareholders and Option holders pursuant to the Offers
“Offeror”	means China Consume Elderly Care Holdings Limited 中國消費養老控股有限公司, a company incorporated in the Republic of Seychelles with limited liability
“Option(s)”	means option(s) granted by the Company pursuant to the share option scheme of the Company conditionally adopted on 21 May 2007, which entitle(s) holder(s) thereof to subscribe for Shares in accordance with the terms and conditions thereof
“Option holder(s)”	means holder(s) of the Option(s)
“Option Offer”	means an unconditional mandatory cash offer to be made by Kingston Securities for and on behalf of the Offeror for the cancellation of all outstanding Options held by the Option holders in accordance with the Takeovers Code
“Option Shares”	means up to 6,000,000 underlying Shares that may be allotted and issued to Ms. Chan upon the exercise of the Ms. Chan Option in full
“PRC”	means the People’s Republic of China

“Sale Shares”	means 381,657,500 Shares beneficially owned by the Vendors, representing approximately 60.35% of the total issued share capital of the Company as at the date of this joint announcement
“SFC”	means the Securities and Futures Commission of Hong Kong
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	means holder(s) for the time being of the Share(s)
“Share Offer”	means an unconditional mandatory cash offer to be made by Kingston Securities on behalf of the Offeror to acquire all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it)
“Share Offer Price”	means HK\$1.233 per Share
“SP Agreement”	means the agreement dated 7 January 2016 entered into by the Vendors, the Vendors Guarantor, the Offeror and the Offeror Guarantor for the sale and purchase of the Sale Shares and the Option Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs
“Vendors”	means collectively, Ms. Chan, Ms. Huang NK and Ms. Huang NT

By order of the board
China Consume Elderly Care Holdings Limited
Zhu Xiaojun
Director

By order of the board
Walker Group Holdings Limited
KIU Wai Ming
Executive Director

Hong Kong, 13 January 2016

As at the date of this joint announcement, the Board comprises:

Executive Directors:

Ms. CHAN Mei Sheung
Mr. KIU Wai Ming
Mr. HUNG Tin Chun

Independent Non-executive Directors:

Mr. SZE Tsai Ping, Michael
Dr. FAN Yiu Kwan, JP
Mr. LEE Kwan Hung

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) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror and parties acting in concert with it) 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, Mr. ZHU Xiaojun (朱曉軍) is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company, the Vendors and parties acting in concert with any of them) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Company, the Vendors and parties acting in concert with any of them) 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.

The English names of the PRC entities in asterisks are given for reference only.

The English text of this joint announcement shall prevail over its Chinese text.