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同方康泰產業集團有限公司
Tongfang Kontafarma Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

**WAIVER FROM STRICT COMPLIANCE
WITH RULE 14.41(A) OF THE LISTING RULES**

Reference is made to the announcement of Tongfang Kontafarma Holdings Limited (the “**Company**”) dated 6 May 2017, in relation to, among other things, the acquisition of companies engaged in fitness businesses (the “**Announcement**”). Capitalised terms used in this announcement have the same meanings as defined in the Announcement unless otherwise defined.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Sale and Purchase Agreements and the transactions contemplated thereunder, thus no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Sale and Purchase Agreements and the transactions contemplated thereunder. In accordance with Rule 14.44 of the Listing Rules, the Company will seek for a written shareholder’s approval from China Health, the controlling Shareholder directly holding 3,263,652,000 Shares, representing approximately 65.93% of the total issued Shares as at the date of this announcement, in lieu of holding a general meeting to approve the Sale and Purchase Agreements and the Acquisition.

Pursuant to Rule 14.41(a) of the Listing Rules, if the Sale and Purchase Agreements and the transaction contemplated thereunder are to be approved by way of a written Shareholder’s approval obtained from a Shareholder or a closely allied group of Shareholders under Rule 14.44 of the Listing Rules, the Company is required to despatch a circular (the “**Circular**”) to the Shareholders within 15 Business Days after publication of the Announcement, which is on or before 26 May 2017.

As the Company will need additional time to prepare, among other things, the financial information of the Target Group, the pro forma financial information of, and the indebtedness statement for, the enlarged Group for inclusion in the Circular, it is expected that the despatch date of the Circular will be postponed to a date falling on or before 23 June 2017.

In view of the above, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules, and the Stock Exchange has granted the aforementioned waiver to the Company, on the basis that the Circular will be despatched on or before 23 June 2017.

By Order of the Board
Tongfang Kontafarma Holdings Limited
Huang Yu
Chairman

Hong Kong, 11 May 2017

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Huang Yu (Chairman), Mr. Ng Qing Hai (Managing Director) and Mr. Zhang Yi; and three independent non-executive Directors, namely Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack.