**VOLUNTARY CONDITIONAL CASH OFFER**

by

**RHB SECURITIES SINGAPORE PTE. LTD.**
(Company Registration No.: 198701140E)
(Incorporated in the Republic of Singapore)

**for and on behalf of**
**GENTLE CARE PTE. LTD.**
(Company Registration No.: 201625374Z)
(Incorporated in the Republic of Singapore)

**to acquire all the issued and paid-up ordinary shares in the capital of**

**HEALTHWAY MEDICAL CORPORATION LIMITED**
(Company Registration No.: 200708625C)
(Incorporated in the Republic of Singapore)

**including all those owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror**

# DESPATCH OF OFFER DOCUMENT

## 1. INTRODUCTION

RHB Securities Singapore Pte. Ltd. ("**RHBSEC**") refers to the offer announcement dated 7 February 2017 (the "**Offer Announcement**") in connection with the voluntary conditional cash offer by RHBSEC for and on behalf of Gentle Care Pte. Ltd. (the "**Offeror**")[1] for all the issued and paid-up ordinary shares (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) in the capital of Healthway Medical Corporation Limited (the "**Company**"), including all the Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

[1] The Offeror is a wholly-owned subsidiary of Valiant Leader Limited, and an indirect subsidiary of each of Tamsett Holdings Limited, Rickon Holdings Limited, Lippo China Resources Limited, Skyscraper Realty Limited, First Tower Corporation, Lippo Limited and Lippo Capital Limited.

## 2. DESPATCH OF OFFER DOCUMENT

RHBSEC wishes to announce, for and on behalf of the Offeror, that the formal offer document dated 28 February 2017 (the "**Offer Document**") which contains, *inter alia*, details of the Offer, together with the accompanying Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and/or Form of Acceptance and Transfer for Offer Shares (the "**FAT**"), has been despatched today to the shareholders of the Company ("**Shareholders**").

Electronic copies of the Offer Document, the FAA and the FAT are available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at www.sgx.com.

## 3. REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS

### 3.1 Request for Offer Document by Depositors

Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares ("**Depositors**") who do not receive the Offer Document and the FAA within a week from the date hereof should contact CDP immediately at the address and telephone number set out below:

**The Central Depository (Pte) Limited**
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588
Tel: (65) 6535 7511

Copies of the Offer Document and the FAA may be obtained by Depositors from CDP during normal business hours and up to the Closing Date (as defined in paragraph 4 below), upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with Shares.

### 3.2 Request for Offer Document by Scrip Shareholders

Shareholders holding Shares which are not deposited with CDP ("**Scrip Shareholders**") who do not receive the Offer Document and the FAT within a week from the date hereof should contact Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**") immediately at the address and telephone number set out below:

**Boardroom Corporate & Advisory Services Pte. Ltd.**
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623
Tel: (65) 6536 5355

Copies of the Offer Document and the FAT may be obtained by Scrip Shareholders from Boardroom during normal business hours and up to the Closing Date (as defined in paragraph 4 below), upon production of satisfactory evidence of title to the Shares.

## 4. CLOSING DATE

**The Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 28 March 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

## 5. PROCEDURES FOR ACCEPTANCE

Full details of the procedures for acceptance of the Offer are set out in **Appendix V** to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

## 6. OVERSEAS SHAREHOLDERS

The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company or, as the case may be, in the records of CDP (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as the Offer Document, the FAA and the FAT have not been reviewed by any regulatory authority in any overseas jurisdiction. **Where there are potential restrictions on sending the Offer Document, the FAA and/or the FAT to any overseas jurisdictions, the Offeror, RHBSEC, CDP and Boardroom each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Offer Document, the FAA and/or the FAT have not been, or may not be, sent.**

Copies of the Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

Overseas Shareholders may, nonetheless, obtain copies of the Offer Document, the FAA (if he is a Depositor) or the FAT (if he is a Scrip Shareholder) and any related documents, during normal business hours and up to the Closing Date, from the Offeror through The Central Depository (Pte) Limited (if he is a Depositor) at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588 or its receiving agent, Boardroom Corporate & Advisory Services Pte. Ltd. (if he is a Scrip Shareholder) at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Alternatively, an Overseas Shareholder may write to the Offeror through The Central Depository (Pte) Limited (if he is a Depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or Boardroom Corporate & Advisory Services Pte. Ltd. (if he is a Scrip Shareholder) at the address listed above, to request for the Offer Document, the FAA (if he is a Depositor)

or the FAT (if he is a Scrip Shareholder) and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk, up to three (3) Market Days prior to the Closing Date.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for the Offer Document, the FAA and/or the FAT and/or any related documents, or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including RHBSEC) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including RHBSEC) may be required to pay. The Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Offer. In (i) requesting for the Offer Document, the FAA and/or the FAT and/or any related documents and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and RHBSEC that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

The Offeror and RHBSEC each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

## 7. SRS INVESTORS

Shareholders who purchased Shares pursuant to the Supplementary Retirement Scheme ("**SRS**", and such shareholders, "**SRS Investors**") will receive further information on how to accept the Offer from their respective agent banks included under SRS ("**SRS Agent Banks**") directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks. Subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms, SRS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their SRS investment accounts.

## 8. CONVERTIBLE NOTES OFFER (WHERE APPLICABLE)

In the event that the Convertible Notes are issued, further details in respect of Convertible Notes Offer will be provided to the Noteholders in due course.

## 9. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may 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.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept full responsibility accordingly.

Issued by
**RHB SECURITIES SINGAPORE PTE. LTD.**

For and on behalf of
**GENTLE CARE PTE. LTD.**

28 February 2017

*Any inquiries relating to this Announcement or the Offer should be directed during office hours to:*

**RHB Securities Singapore Pte. Ltd.**

Tel: (65) 6232 3696

*Forward-Looking Statements*

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.*

*Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor RHBSEC undertakes any obligation to update publicly or revise any forward-looking statements.*