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

DEALINGS DISCLOSURE ANNOUNCEMENT - PURCHASE OF S$15 MILLION T2 CN B BY OFFEROR

1. INTRODUCTION

RHB Securities Singapore Pte. Ltd. ("**RHBSEC**") refers to the offer document dated 28 February 2017 (the "**Offer Document**") in connection with the voluntary conditional cash offer (the "**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.

RHBSEC, for and on behalf of the Offeror, has on 23 April 2017 despatched the formal offer letter ("**T2 CN B Notes Offer Letter**") and its related documents containing the terms and conditions of the offer ("**T2 CN B Notes Offer**") to GW

[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

Active Limited to formally make an offer to acquire the second tranche convertible notes issued by the Company on 21 April 2017 ("**T2 CN B**").

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

2. DEALINGS DISCLOSURE - PURCHASE OF S$15 MILLION T2 CN B BY THE OFFEROR

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers, RHBSEC wishes to announce, for and on behalf of the Offeror, that the Offeror has on 23 April 2017 entered into a sale and purchase agreement with GW Active Limited for the sale and purchase of S$15 million in principal amount (the "**Sale Securities**") of T2 CN B (which is, at the date hereof, convertible into 443,262,411 Shares ("**Offeror Conversion Shares**")), for the consideration of S$18,617,021.26 (the "**Purchase Consideration**").

The Purchase Consideration was determined based on the "see-through" price, being S$0.042 (the Offer Price) multiplied by 443,262,411 (the number of Offeror Conversion Shares).

The Offeror intends to convert the Sale Securities into the Offeror Conversion Shares as soon as practicable following the completion of the sale and purchase of the Sale Securities, which shall take place on or around 24 April 2017.

For illustration purposes only, assuming the Offeror Conversion Shares were fully converted as at the date of this Announcement, the total number of issued Shares of the Company would increase from 2,755,742,456 Shares to 3,199,004,867 Shares. The 443,262,411 Offeror Conversion Shares would represent 13.86% of the enlarged share capital of the Company.

The Offeror will release further details on its resultant interest in the issued share capital of the Offeree upon issuance of the Offeror Conversion Shares.

Following the above, the breakdown of the number of (i) securities which are being offered for (i.e. the Shares) or which carry voting rights in the Company, and (ii) convertibles securities, warrants, options and derivatives in respect of (i) owned, controlled, acquired or agreed to be acquired by or on behalf of the Offeror and parties acting in concert with the Offeror up to 5.00 p.m. as at the date of this Announcement is as follows:

S/N	Description	
1.	Resultant total value of T2 CN B owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (excluding valid acceptances of the Convertible Notes Offer)	S$15 million in principal amount of T2 CN B convertible into 443,262,411 Offeror

		Conversion Shares
2.	Resultant percentage of the total value of T2 CN B represented by all T2 CN B owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (excluding valid acceptances of the Convertible Notes Offer)	25.0% of the total value of T2 CN B
3.	Total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (excluding valid acceptances of the Offer and Offeror Conversion Shares)	652,769,538
4.	Percentage of the total number of Shares[(a)] represented by all Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (excluding valid acceptances of the Offer and Offeror Conversion Shares)	23.69%[(b)]
5.	Percentage of the maximum potential issued share capital of the Company[(c)] represented by all Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (excluding valid acceptances of the Offer and Offeror Conversion Shares)	14.41%[(b)]

Notes:

(a) In this Announcement, the total number of issued Shares in the capital of the Company is 2,755,742,456 Shares. Pursuant to the Company's announcements dated 12 April 2017 titled "Proposed Issuance of Notes – Conversion of T1 CN B" and 13 April 2017 titled "Proposed Issuance of Notes – Transfer and Conversion of Balance T1 CN B", the Company announced that the total number of issued Shares has increased from 2,460,234,183 Shares to 2,755,742,456 Shares as the entire T1 CN B (as defined in the Company's announcement dated 23 March 2017 titled "Proposed Issuance of Notes – Amendments to terms of the Subscription Agreement") were converted into 295,508,273 new Shares.

(b) Rounded to the nearest two decimal places.

(c) "maximum potential issued share capital of the Company" means the 4,528,792,101 Shares which would be in issue had all the outstanding T2 CN B which are convertible prior to the Closing Date been validly converted as at the date of this Announcement.

3. 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.

23 April 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.