

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated June 25, 2015 (the “**Prospectus**”) issued by Harmonicare Medical Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



HARMONICARE MEDICAL HOLDINGS LIMITED

和美醫療控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 210,810,000 Shares (comprising 191,810,000 New Shares and 19,000,000 Sale Shares, and subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 21,081,000 Shares (subject to adjustment)
Number of International Offer Shares	: 189,729,000 Shares (comprising 170,729,000 New Shares and 19,000,000 Sale Shares, and subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$7.55 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)
Nominal value	: HK\$0.001 per Share
Stock code	: 1509

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalization Issue, the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the exercise of any options which may be granted under the Share Option Scheme. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, July 7, 2015, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Tuesday, July 7, 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.hemeiyl.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 21,081,000 Shares (subject to adjustment) representing 10% of the total number of Offer Shares under the Global Offering, and the International Offering of 189,729,000 Shares (comprising 170,729,000 New Shares and 19,000,000 Sales Shares, and subject to adjustment and the Over-allotment Option) representing 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) at any time from the day on which trading of the Shares commences on the Hong Kong Stock Exchange until the 30th day from the last day for lodging applications under the Hong Kong Public Offering, to require Company to allot and issue up to an aggregate of 31,620,000 additional Shares, representing approximately 15% of the initial Offer Shares, at the same price per Share under the International Offering, to cover over-allocations in the International Offering (if any).

The Offer Price will not be more than HK\$7.55 per Offer Share and is currently expected to be not less than HK\$6.80 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$7.55 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$7.55 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at **www.hkeipo.hk** under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 25, 2015, until 12:00 noon on Tuesday, June 30, 2015 from:

1. the following offices of the Hong Kong Underwriters:

Morgan Stanley Asia Limited 46/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

CCB International Capital Limited 12/F, CCB Tower
3 Connaught Road Central
Central
Hong Kong

2. any of the following branches of the following receiving banks:

DBS Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central
	United Centre Branch	Shops 1015–1018 on 1/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok
	Yaumatei Branch	G/F & 1/F, 131–137 Woosung Street, Yaumatei
New Territories	Yuen Long Branch	G/F, 1–5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shops 47–48, Level 1, Shatin Plaza, 21–27 Sha Tin Centre Street, Shatin

China Construction Bank (Asia) Corporation Limited

	Branch Name	Address
Hong Kong Island	Wanchai Hennessy Road Branch	139 Hennessy Road, Wanchai
	Causeway Bay Plaza Branch	G/F, Causeway Bay Plaza 1, Causeway Bay
Kowloon	Tsimshatsui Humphreys Avenue Branch	3 Humphreys Avenue, Tsimshatsui
	Kwun Tong Hoi Yuen Road Branch	56 Hoi Yuen Road, Kwun Tong
New Territories	Tsuen Wan Branch	282 Sha Tsui Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 25, 2015 until 12:00 noon on Tuesday, June 30, 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Ting Hong Nominees Limited — Harmonicare Medical Public Offer" attached, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on the following dates during the following times:

Thursday, June 25, 2015 — 9:00 a.m. to 5:00 p.m.
Friday, June 26, 2015 — 9:00 a.m. to 5:00 p.m.
Saturday, June 27, 2015 — 9:00 a.m. to 1:00 p.m.
Monday, June 29, 2015 — 9:00 a.m. to 5:00 p.m.
Tuesday, June 30, 2015 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Thursday, June 25, 2015 until 11:30 a.m. on Tuesday, June 30, 2015 or such later time as described in the section "How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, June 25, 2015 until 12:00 noon on Tuesday, June 30, 2015 or such later time as described in the section "How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish the announcement on the final Offer Price, the indication of the level of interest in the International Offering, the level of applications under the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on Company’s website (www.hemeiyi.com) on Monday, July 6, 2015. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Monday, July 6, 2015 as described in the section “How to Apply for Hong Kong Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Tuesday, July 7, 2015 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, July 7, 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1509.

By Order of the Board of Directors
Harmonicare Medical Holdings Limited
Lin Yuming
Chairman

Hong Kong, June 25, 2015

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Lin Yuming, Mr. Fang Zhifeng and Mr. Zhao Xingli, as executive Directors; Mr. Lin Yuguo, Mr. Wang Lin and Mr. Cheng Ruozhi, as non-executive Directors; Mr. Cai Jiangnan, Mr. Kong Aiguo and Ms. Fang Lan, as independent non-executive Directors.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*