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UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
大健康國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

**(1) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
(2) TERMINATION OF PLACING AGREEMENT; AND
(3) RESUMPTION OF TRADING**

(1) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

On 1 February 2016, the Company entered into the Placing Agreement with the Placing Agent whereby the Company conditionally agreed to place, through the Placing Agent, the Placing Shares.

The Placing is conditional upon, among others, the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares and the grant of Specific Mandate by the Shareholders at the extraordinary general meeting.

(2) TERMINATION OF PLACING AGREEMENT

On 5 February 2016, the Company and the Placing Agent agreed to terminate the Placing Agreement and entered into the Termination Agreement, whereby the Placing Agreement was terminated such that no party thereto shall have any claim against each other.

(3) RESUMPTION OF TRADING OF SHARES

At the request of the Company, trading in the Shares has been halted on the Stock Exchange with effect from 9:34 a.m. on 1 February 2016 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in its Shares with effect from 9:00 a.m. on 11 February 2016.

The Board announces that on 1 February 2016, the Placing Agreement was entered into between the Company and the Placing Agent.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are third parties independent of, not acting in concert (as defined in the Takeovers Code) with and not connected with the Company and its connected persons.

Completion of the Placing was conditional upon:

- (i) the Listing Division of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Placing Shares;
- (ii) the passing of resolution(s) by the Shareholders to approve the Placing Agreement and the transactions contemplated in the Placing Agreement, including the grant of the specific mandate for the allotment and issue of the Placing Shares, at the relevant extraordinary general meeting of the Company.

On 5 February 2016, due to uncertainties of the market conditions, the Company and the Placing Agent agreed to terminate the Placing Agreement and entered into the Termination Agreement, whereby the Placing Agreement was terminated such that no party thereto shall have any claim against each other.

SHAREHOLDING STRUCTURE

The following table illustrates the shareholding structure of the Company as at the date of this announcement:

	As at the date of this announcement	
	<i>Number of Shares</i>	<i>%</i>
<i>Substantial Shareholders and related parties:</i>		
Asia Health (<i>Note 1</i>)	562,014,953	28.10%
Jin Dongtao (<i>Note 1</i>)	3,368,000	0.17%
Chen Xiaoyan (<i>Note 1</i>)	1,434,000	0.07%
Zhongrong	242,585,182	12.13%
<i>Other Directors and related parties: –</i>		
Jin Dongkun (<i>Note 2</i>)	1,434,000	0.07%
Pacific Health Century International Group Limited (<i>Note 2</i>)	40,943,135	2.05%
Chu Chuanfu	1,434,000	0.07%
Zhao Zehua	1,434,000	0.07%
<i>Public:</i>		
Independent Placee(s)	–	0.00%
Other public shareholders	<u>1,145,352,730</u>	<u>57.27%</u>
	<u><u>2,000,000,000</u></u>	<u><u>100.00%</u></u>

Notes:

- (1) Mr. Jin Dongtao is the settlor, protector and a beneficiary of the Family Trust, which holds the entire issued share capital of Global Health Century through 1969 JT Limited. Ms. Chen Xiaoyan, who is Mr. Jin Dongtao's spouse, is also a beneficiary of the Family Trust. Global Health Century holds the entire issued share capital of Asia Health, which holds 562,014,953 Shares in the Company.
- (2) Mr. Jin Dongkun holds 75% equity interest in Pacific Health Century International Group Limited.

References are made to (i) the announcement of the Company dated 25 January 2016 in relation to "Proposed Introduction of Strategic Investors by the Controlling Shareholder", (ii) the announcement of the Company dated 27 January 2016 in relation to, among other, "Introduction of Strategic Investor by the Controlling Shareholder" and the clarification announcement of the Company dated 3 February 2016.

As updated by Mr. Jin, the SP Agreement was completed on 28 January 2016, upon which Zhongrong became interested in approximately 19.90% shares of the Company and the second largest shareholder of the Company. As of the date of this announcement, Zhongrong is interested in approximately 12.13% of the issued share capital of the Company, after the forced sale of certain of its shareholding as a result of unusual price movement of the shares recently and subsequent purchase of shares of the Company in the market by it, and is still the second largest shareholder of the Company.

As further updated by Mr. Jin, upon completion of the SP Agreement, the shareholding of Asia Health in the Company was 31.98%, which has been reduced to 28.10% as of the date of this announcement. The reduction in shareholding of Asia Health is not on voluntary basis, but was due to the forced sale as a result of the unusual price movement in shares of the Company recently. As at the date of this announcement, Asia Health is still the largest shareholder of the Group.

GENERAL

If the Placing had not been terminated, as the Placing Shares represent only 28.5% of the Company's issued share capital as enlarged by the allotment and issue of the Placing Shares and will only be placed to independent Placees, to the best knowledge and belief of the Directors, no obligation to make a general offer under the Takeovers Code will arise upon completion of the Placing.

Assuming no change in the shareholding of the current controlling shareholders of the Company, the total number of Placing Shares is larger than the current shareholding of the controlling shareholders of the Company, and thus, upon completion of the Placing, the controlling shareholders of the Company may no longer hold a controlling interest in and/or cease to be the largest shareholder of the Company, which may lead to a possible change in control of the Company. However, since the Placing had been terminated, the controlling shareholders remain as the controlling shareholders of the Company with the largest shareholding of the Company.

RESUMPTION OF TRADING OF SHARES

At the request of the Company, trading in the Shares has been halted on the Stock Exchange with effect from 9:34 a.m. on 1 February 2016 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in its Shares with effect from 9:00 a.m. on 11 February 2016.

DEFINITIONS

In this announcement, the following terms shall have the meanings ascribed to them below unless the context otherwise requires:

“Board” the board of Directors

“Asia Health”	Asia Health Century International Inc., a controlling shareholder of the Company
“Company”	Universal Health International Group Holdings Limited, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Division”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Jin”	Mr. Jin Dongtao, an executive Director and a controlling shareholder of the Company
“Placee(s)”	any person(s) or entity(ies) which the Placing Agent will procure to subscribe for any of the Placing Shares on a best efforts basis pursuant to and in accordance with the Placing Agreement
“Placing”	placing of new Shares by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement
“Placing Agent”	the placing agent for the Placing
“Placing Agreement”	the placing agreement dated 1 February 2016 entered into between the Company and the Placing Agent in respect of the Placing
“Placing Shares”	new Shares to be placed under the Placing
“SP Agreement”	the agreement entered into between Asia Health as vendor and Zhongrong as purchaser dated 28 January 2016
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Termination Agreement”	the termination agreement entered into between the Company and the Placing Agent dated 5 February 2016

“Zhongrong”	Zhongrong International Alternative Asset Management Limited, a wholly-owned subsidiary of Zhongrong Trust
“Zhongrong Trust”	Zhongrong International Trust Co., Ltd

By Order of the Board
Chu Chuanfu
Executive Director

Hong Kong, 5 February 2016

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely, Mr. Jin Dongtao, Mr. Jin Dongkun, Mr. Chu Chuanfu and Mr. Zhao Zehua and three independent non-executive directors, namely, Mr. Cheng Sheung Hing, Ms. Chiang Su Hui Susie and Ms. Hao Jia.