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美瑞健康国际产业集团

Meilleure Health International Industry Group

**MEILLEURE HEALTH INTERNATIONAL INDUSTRY GROUP LIMITED**

**美瑞健康國際產業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2327)**

**DISCLOSEABLE TRANSACTION  
ENTRY INTO EQUITY TRANSFER AGREEMENT PURSUANT TO  
FRAMEWORK AGREEMENT FOR INVESTMENT AND CO-OPERATIONS**

**THE EQUITY TRANSFER AGREEMENT**

The Board is pleased to announce that Wuhu Meilleure and Hemp Investment Group entered into the Equity Transfer Agreement on 16 March 2018, pursuant to which Hemp Investment Group agreed to transfer the 20% Equity Interest to Wuhu Meilleure at a consideration of RMB60 million, and Wuhu Meilleure agreed to fully settle the consideration for the Acquisition within five business days after completion of the formalities relating to the 20% Equity Interest transfer for the Acquisition, which is expected to take place before 30 April 2018.

**DESIGNATION OF DIRECTOR NOMINEE FOR THE TARGET COMPANY**

Pursuant to the Framework Agreement, the Board of Directors of the Target Company shall comprise five directors, and Wuhu Meilleure shall have the right to designate one nominee of director. Wuhu Meilleure has decided to designate Ms. Zhou Wen Chuan as the director nominee. Ms. Zhou Wen Chuan will become a director of the Target Company upon completion of the relevant appointment procedures by the Target Company.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules in respect of the Acquisition and the Co-operations exceed 5% but are less than 25%, the Acquisition and the Co-operations constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

Reference is made to the announcement (the “**Announcement**”) of Meilleure Health International Industry Group Limited (the “**Company**”) dated 14 February 2018 in relation to the discloseable transaction under the Framework Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

## **THE EQUITY TRANSFER AGREEMENT**

The Board is pleased to announce that, further to the Framework Agreement dated 10 February 2018 entered into between Wuhu Meilleure and Hemp Investment Group, to enable the parties to deal with formalities relating to the transfer of the 20% Equity Interest with the relevant government authority, Wuhu Meilleure and Hemp Investment Group entered into an equity transfer agreement (“**Equity Transfer Agreement**”) on 16 March 2018, pursuant to which Hemp Investment Group agreed to transfer the 20% Equity Interest to Wuhu Meilleure at a consideration of RMB60 million, and Wuhu Meilleure agreed to fully settle the consideration for the Acquisition of RMB60 million within five business days after completion of the formalities relating to the 20% Equity Interest transfer for the Acquisition, which is expected to take place before 30 April 2018.

Upon completion of the 20% Equity Interest transfer for the Acquisition, the Target Company will become an associated company of the Company and will be recognised by equity method in the financial statements of the Company.

## **DESIGNATION OF DIRECTOR NOMINEE FOR THE TARGET COMPANY**

Pursuant to the Framework Agreement, the Board of Directors of the Target Company shall comprise five directors, and Wuhu Meilleure shall have the right to designate one nominee of director. Wuhu Meilleure has decided to designate Ms. Zhou Wen Chuan as the director nominee. Ms. Zhou Wen Chuan will become a director of the Target Company upon completion of the relevant appointment procedures by the Target Company.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules in respect of the Acquisition and the Co-operations exceed 5% but are less than 25%, the Acquisition and the Co-operations constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

By Order of the Board  
**Meilleure Health International Industry Group Limited**  
**Zhou Wen Chuan**  
*Chief Executive Officer*

Hong Kong, 16 March 2018

*As at the date of this announcement, the Board comprises Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan as executive Directors, Dr. Mao Zhenhua as non-executive Director and Mr. Gao Guanjiang, Professor Chau Chi Wai, Wilton and Mr. Zeng Wentao as independent non-executive Directors.*