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Human Health Holdings Limited
盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING IN RELATION TO
POTENTIAL SUBSCRIPTION OF CONVERTIBLE BONDS AND
POTENTIAL FINANCIAL ASSISTANCE

This announcement is made by Human Health Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) is pleased to announce that on 21 June 2018, We Health International Limited, a wholly-owned subsidiary of the Company (the “**Subscriber**”), the target company (the “**Target Company**”) and its controlling shareholder entered into a memorandum of understanding (the “**MOU**”), pursuant to which the Subscriber intends to subscribe for a convertible bond to be issued by the Target Company (the “**Proposed Subscription**”) and to provide finance assistance to the Target Company (the “**Proposed Financial Assistance**”). The Target Company and its subsidiaries (the “**Target Group**”) is principally engaging in the sale and distribution of healthcare products and services in Hong Kong and the People’s Republic of China.

To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”), having made all reasonable enquiries, the Target Company and its controlling shareholder are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

Pursuant to the MOU, a refundable payment in the sum of HK\$10,300,000 shall be paid by the Subscriber to the Target Company (the “**Refundable Payment**”), the use of which are restricted to the operation of the Target Group only and shall be returned without interest to the Subscriber in the case where the Subscriber is not satisfied with the result of the legal and financial due diligence of the Target Group or the Subscriber decides not to proceed with the

Proposed Subscription within 30 days after the notification by the Subscriber of such decision. The Refundable Payment will be secured by a share charge provided by the controlling shareholder of the Target Company. Upon signing of the MOU, the Target Company shall approve the appointment of representative(s) nominated by the Subscriber as senior management of the Target Group, who will take part in the day to day operation of the Target Group.

The MOU is non-legally binding save for certain provisions, including but not limited to, the conducting of the due diligence on the Target Group, payment of Refundable Payment, exclusivity, confidentiality and the governing law and jurisdiction. In the event the Proposed Subscription and the Proposed Financial Assistance materialize, the Proposed Subscription and the Proposed Financial Assistance would constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules and the Company will comply with the relevant requirements of the Listing Rules as and when necessary.

The MOU in relation to the Proposed Subscription and the Proposed Financial Assistance are subject to, among others, the execution of the definitive agreements and fulfillment of the conditions precedent therein, which are yet to be agreed. Therefore, the Proposed Subscription and the Proposed Financial Assistance may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

Hong Kong, 21 June 2018

As at the date of this announcement, the Board comprises Mr. Chan Kin Ping (also as Chief Executive Officer), Dr. Pang Lai Sheung, Dr. Sat Chui Wan and Mr. Poon Chun Pong as executive Directors, and Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim as independent non-executive Directors.