

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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  
SUBSCRIPTION OF INTEREST IN AN INVESTMENT FUND**

**THE SUBSCRIPTION**

On 2 May 2019 (after trading hours of the Stock Exchange), the Company executed the Subscription Agreement, pursuant to which the Company has applied to subscribe for the Class A Participating Shares attributable to the Segregated Portfolio, a segregated portfolio of the Fund Company, at a total subscription amount of HK\$270 million.

The Fund Company is an open-ended investment vehicle incorporated in the Cayman Islands. The investment objective of the Segregated Portfolio is to pursue capital preservation and appreciation by identifying and investing in a range of assets.

The Subscription is for treasury management purpose. The Company as a holder of the Class A Participating Shares is entitled to a target return of 6.0% per annum on the amount of its investment under the Subscription Agreement. Additionally, the Class A Participating Shares held by the Company can be redeemed on a monthly basis. In light of the foregoing, the Directors believe that the Subscription provides an opportunity for the Company to maximise the return on its unutilised funds before the Company utilises the funds to invest in the industrial hemp and other business areas.

## IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Subscription is more than 5% but is less than 25%, the Investment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

## THE SUBSCRIPTION

On 2 May 2019 (after trading hours of the Stock Exchange), the Company executed the Subscription Agreement, pursuant to which the Company has applied to subscribe for the Class A Participating Shares attributable to the Segregated Portfolio, a segregated portfolio of the Fund Company, at a total subscription amount of HK\$270 million, which is payable by cash.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Fund Company, the Administrator, the Investment Manager, the Investment Advisor and their respective ultimate beneficial owners are Independent Third Parties.

The principal terms of the Subscription as set out in the Subscription Agreement and the relevant private placement memorandum issued by the Fund Company are described below.

Name of the Segregated Portfolio	Opportunity SP
Subscription by the Company and subscription amount	The Company has applied for the subscription of the Class A Participating Shares at a total subscription amount of HK\$270 million, which is payable by cash.
Source of funds	The subscription amount of HK\$270 million will be financed by the internal resources of the Group.
Investment objective and investment strategy	<p>The objective of the Segregated Portfolio is to pursue capital preservation and appreciation.</p> <p>The Segregated Portfolio will seek to achieve its investment objective by primarily identifying and investing in a range of assets, including but not limited to listed equity securities and equity linked securities, fixed-income securities, money market instruments, loan, private debt, private equity, futures and derivatives in global markets (including Pan-Asia markets) and other collective investment schemes.</p>

Term and lock-up period	The Segregated Portfolio does not have a definite term. There is no lock-up period for the Class A Participating Shares.
Distribution	The Segregated Portfolio does not have a policy to pay dividends. The Company as a holder of the Class A Participating Shares is entitled to a target return of 6.0% per annum on the amount of its investment, which will be accrued on a monthly basis.
Redemption	<p>A holder of the Class A Participating Shares may redeem the Class A Participating Shares held by it on a monthly basis.</p> <p>The minimum redemption amount of the Class A Participating Shares is HK\$1 million (or such other amount as the directors of the Fund Company may in their discretion determine).</p> <p>The redemption price of a Class A Participating Share shall be the net asset value per share as at the valuation day relating to the relevant redemption day.</p>
Management and management fees	<p>The directors of the Fund Company are responsible for the overall management of the Fund Company. However, in respect of the Segregated Portfolio, the Fund Company has appointed the Investment Manager as its investment manager, which has, subject to the terms of the appointment and subject to the overall supervision of the directors of the Fund Company, full discretionary investment management authority and will manage and invest the assets of the Segregated Portfolio. The Investment Manager has, at its own cost, delegated certain asset management functions to the Investment Adviser.</p> <p>The management fees of the Segregated Portfolio payable to the Investment Manager are 0.5% per annum, to be calculated based on the net asset value of the Class A Participating Shares and shall be calculated on a pro rata basis.</p>

Transferability	The Class A Participating Shares may not be transferred without the prior written consent of the directors of the Fund Company.
Reports to holders of the Participating Shares	The Fund Company will provide each holder of the Class A Participating Shares with a monthly unaudited investor statement (which details the number of the Class A Participating Shares held by each holder and the net asset value of that holder's Class A Participating Shares) within the period of ten (10) days after the net asset value is finalised for the relevant calendar month.

## **INFORMATION ON THE FUND COMPANY, THE INVESTMENT MANAGER, THE INVESTMENT ADVISER AND THE ADMINISTRATOR**

The Fund Company was established on 11 May 2016 as a segregated portfolio company incorporated with limited liability under the laws of the Cayman Islands. It is an open-ended investment vehicle. The Segregated Portfolio does not have any historical financial results as at the date of this announcement.

The Investment Manager is registered with the Cayman Islands Monetary Authority as an Excluded Person under the Securities Investment Business Law (2015 Revision) of the Cayman Islands and is therefore not subject to regulation by the Cayman Islands Monetary Authority. The Investment Manager has delegated certain asset management functions to the Investment Adviser.

The Investment Adviser was incorporated on 29 December 2008 as a company with limited liability in Hong Kong. It is a corporation licensed by the Securities and Futures Commission of Hong Kong to conduct Type 9 (asset management), Type 4 (advising on securities) and Type 1 (dealing in securities) regulated activities.

The Administrator is the Hong Kong branch of a bank and is responsible for the provision of administration services for the Segregated Portfolio.

## **INFORMATION ON THE GROUP**

The Company is principally engaged in investment holding. The Group is principally engaged in medical and health management business, drugs, health products and trading business, consultancy business, properties and investment business, research and development and property development.

## **REASONS FOR AND COMMERCIAL BENEFITS OF THE SUBSCRIPTION**

The Subscription is for treasury management purpose. The Company as a holder of the Class A Participating Shares is entitled to a target return of 6.0% per annum on the amount of its investment under the Subscription Agreement. Additionally, the Class A Participating Shares held by the Company can be redeemed on a monthly basis.

The Directors have considered the investment objective of the Segregated Portfolio and the experience and skills of the Investment Manager and the Investment Adviser, and take the view that they have the ability to yield return for investors.

In light of the foregoing, the Directors believe that the Subscription provides an opportunity for the Company to maximise the return on its unutilised funds before the Company utilises the funds to invest in the industrial hemp and other business areas. The Directors consider that the terms of the Subscription are fair and reasonable and the Subscription are in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Subscription is more than 5% but is less than 25%, the Investment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

## **DEFINITIONS**

“Administrator”	DBS Bank Ltd, Hong Kong Branch, the administrator which provides administration services for the Segregated Portfolio
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (except Saturday and Sunday) on which banks in Hong Kong and Cayman Islands are open for normal banking business, or such other day or days in addition or reduction or in substitution as the directors of the Fund Company may from time to time determine
“Class A Participating Shares”	Participating Shares designated as “Class A” shares of the Segregated Portfolio which are redeemable shares that bear no voting rights

“Company”	Meilleure Health International Industry Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Fund Company”	Prudence Capital SPC, a company incorporated with limited liability and registered as a segregated portfolio company in the Cayman Islands
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a person/persons who is/are not connected person(s) of the Company
“Investment Adviser”	Prudence Investment Management (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability
“Investment Manager”	Fangyuan Asset Management Limited, a company incorporated in the Cayman Islands with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Segregated Portfolio”	Opportunity SP, a segregated portfolio of the Fund Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for the Class A Participating Shares attributable to the Segregated Portfolio at a total subscription amount of HK\$270 million by the Company in accordance with the terms of the Subscription Agreement

“Subscription Agreement” a letter agreement executed by the Company on 2 May 2019 addressed to the Administrator with a copy to the Segregated Portfolio

“%” per cent.

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

Hong Kong, 2 May 2019

*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 Dr. Zeng Wentao as independent non-executive Directors.*