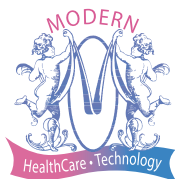


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## **MODERN HEALTHCARE TECHNOLOGY HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 919)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF THE PROPERTY**

The Board is pleased to announce that on 24 May 2021, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at the consideration of HK\$53,800,000.

As the highest applicable percentage ratio calculated (as defined in the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

### **INTRODUCTION**

The Board wishes to announce that on 24 May 2021, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at the consideration of HK\$53,800,000.

## THE PRELIMINARY AGREEMENT

A summary of the principal terms of the Preliminary Agreement is as follows:

Date: 24 May 2021

Parties: (1) Spread Full Limited as the Purchaser;  
(2) Most Green Limited as the Vendor; and  
(3) the Property Agent

Property to be acquired: Shop F (Including the lavatories thereof) on Lower Ground Level 1 of Commercial Accommodation in Phase III, Ocean Shores, 88 O King Road, Tseung Kwan O, Sai Kung, New Territories. The Property is a commercial property with a gross floor area of 6,030 square feet in approximation. Vacant possession of the Property will be delivered to the Purchaser upon Completion.

Consideration: The consideration for the Acquisition is HK\$53,800,000 which shall be paid by the Purchaser to the Vendor in the following manner:

- (1) An initial deposit in the amount of HK\$2,690,000 has been paid upon signing of the Preliminary Agreement;
- (2) A further deposit in the amount of HK\$2,690,000 has been paid on 8 June 2021; and
- (3) The remaining balance in the sum of HK\$48,420,000 shall be paid at Completion.

The consideration has been determined after arm's length negotiations between the Vendor and the Purchaser by reference to, amongst other things, (a) the prevailing market conditions, (b) the location of the Property, (c) the market prices of other comparable properties and the prevailing market value of commercial properties of similar size and in similar vicinity.

The deposits have been paid and the remaining balance of the consideration will be financed by the Group's internal resources.

Formal Agreement: The Vendor and the Purchaser have entered into the Formal Agreement on 8 June 2021.

Completion: Completion shall take place on or before 17 August 2021.

## **INFORMATION ON THE GROUP AND THE PARTIES**

The Group is principally engaged in (i) the provision of beauty and wellness services; and (ii) sales of skincare and wellness products.

The Purchaser is principally engaged in provision of beauty and wellness services in Hong Kong.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) the Vendor is principally engaged in property investment holding; (ii) the Property Agent is a property agency company incorporated in Hong Kong with limited liability; and (iii) each of the Vendor, the Property Agent and their ultimate beneficial owners are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

As disclosed in the Company's announcement dated 27 November 2020 in relation to its business outlook, the Group would remain prudent in terms of store opening, emphasizing on the improvement of the performance within its shop network together with effective control on rental expenses. It is intended that the Property will be used as a beauty salon to be operated by the Group and thus the Acquisition is expected to strengthen the strategic retail network of the Group by maximizing its market share in the increasingly populated Tseung Kwan O community in Hong Kong, which is in line with the development plan of the Group.

The Directors consider that the Acquisition is in the interests of the Company and its shareholders as a whole and the terms of the Preliminary Agreement are on normal commercial terms, which are fair and reasonable.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio calculated (as defined in the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Nonetheless, the Company only became aware of the Listing Rules implications in respect of the Acquisition in or around late June when it was in the course of preparing certain financial updates. Accordingly, no announcement in connection with the Acquisition was made as soon as possible after the Preliminary Agreement was entered into. The Company therefore published this announcement to inform the shareholders of the details of the Acquisition in order to comply with the Listing Rules to the extent that the notification and announcement requirements set out under Rule 14.34 of the Listing Rules were not timely complied with which the Company acknowledged its delay due to inadvertent oversight.

The Directors, on behalf of the Company, hereby apologize for the inadvertent delay in making this announcement. The Board intends to put in place appropriate monitoring and consultation procedures to prevent the occurrence of similar incident in future and such procedures will include the following measures:

- (1) the Company will review and modify the current policy of acquisition or disposal of assets to enhance the internal control; and
- (2) the Company will issue a memorandum to the management of the Company which are responsible for managing the investment activities, confirming that:
  - (a) the Company will evaluate the implications of the Listing Rules, including but not limited to consulting external legal advisers, financial advisers and/or the Stock Exchange, before effecting any subscription so as to ensure the compliance with the applicable requirements under the Listing Rules; and
  - (b) a monthly summary report will be prepared on the investment transactions and report to the Board for its review.

## DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisition”	means the acquisition of the Property by the Purchaser from the Vendor pursuant to the Preliminary Agreement and the Formal Agreement
“Board”	means the board of Directors
“Company”	means Modern Healthcare Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00919)
“Completion”	means completion of the sale and purchase of the Property in accordance with the terms of the Provisional Agreement and the Formal Agreement
“Director(s)”	means the director(s) of the Company
“Formal Agreement”	means the formal agreement for sale and purchase entered into between the Vendor and the Purchaser in relation to the Acquisition
“Group”	means the Company and its subsidiaries as at the date of this announcement
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	means third party(ies) independent of the Company and its connected persons (having the meaning ascribed to it under the Listing Rules)
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Preliminary Agreement”	means the preliminary agreement for sale and purchase dated 24 May 2021 entered into between the Vendor and the Purchaser in relation to the sale and purchase of the Property
“Property”	as the property referred to under the heading “The Preliminary Agreement” — “Property to be acquired”

“Property Agent”	means Centaline Property Agency Limited, a licenced estate agency with Licenced Estate Agency Company Licence No. C-000227
“Purchaser”	means Spread Full Limited (盛揚有限公司), a private company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Shares”	means ordinary shares in the share capital of the Company
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Vendor”	means Most Green Limited (盈翠有限公司), a private company incorporated in Hong Kong with limited liability and is ultimately beneficially owned by Wong Ha Yeung
“%”	means per cent.

For and on behalf of the Board  
**Modern Healthcare Technology Holdings Limited**  
**Tsang Yue, Joyce**  
*Chairperson of the Board*

Hong Kong, 4 July 2021

*As at the date of this announcement, the executive directors of the Company are Dr. Tsang Yue, Joyce, Mr. Yip Kai Wing, and Ms. Yeung See Man; and the independent non-executive directors are Ms. Liu Mei Ling, Rhoda, Dr. Wong Man Hin, Raymond and Mr. Hong Po Kui, Martin.*

\* *For identification purpose only*