

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.



美瑞健康國際產業集團
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)

CONNECTED TRANSACTION ACQUISITION OF PROPERTIES

On 17 October 2023 (after trading hours), the Company entered into the Agreement with the Vendor, pursuant to which, the Company agreed to purchase, and the Vendor agreed to sell, the Properties at an aggregate consideration of RMB36,101,785 (equivalent to approximately HK\$38.1 million).

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor is wholly-owned by U-Home Group International Limited, a company that is wholly and beneficially owned by Shunda Investment Limited, which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou. Mr. Zhou Xuzhou is an executive Director and the substantial shareholder of the Company. As such, the Vendor is regarded as an associate of Mr. Zhou Xuzhou, and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rules 14A.76(2) of the Listing Rules, as each of the applicable percentage ratios in respect of the Acquisition is less than 5%, the Acquisition is subject to the reporting and announcement requirements but is exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE ACQUISITION OF PROPERTIES

On 17 October 2023 (after trading hours), the Company entered into the Agreement with the Vendor pursuant to which, the Company agreed to purchase, and the Vendor agreed to sell, the Properties at an aggregate consideration of RMB36,101,785 (equivalent to approximately HK\$38.1 million).

THE AGREEMENT

The principal terms of the Agreement are set out below:

- Date:** 17 October 2023
- Parties:** (a) The Vendor; and
(b) The Company, as the purchaser.
- Property area and location of the Acquisition:** (a) 4 units with individual unit areas ranging from 296.05 to 462.51 square metres and an aggregate floor area of 1,445.12 square metres on the 1st to 4th floors of Tower 3 of Yuye Tianyi Commercial Plaza* (宇業天逸商業廣場), which is located at 65 Jintang Road, Zhoushi Town, Kunshan, Suzhou, Jiangsu, the PRC (“**Tower 3 property**”);
(b) 4 units with individual unit areas ranging from 296.14 to 462.36 square metres and an aggregate floor area of 1,445.27 square metres on 1st to 4th floors of Tower 6 of Yuye Tianyi Commercial Plaza* (宇業天逸商業廣場), which is located at 65 Jintang Road, Zhoushi Town, Kunshan, Suzhou, Jiangsu, the PRC (“**Tower 6 property**”); and
(c) 7 units with individual unit areas ranging from 235.57 to 406.57 square metres and an aggregate floor area of 2,076.61 square metres on 1st to 4th floors of Tower 8 of Yuye Tianyi Commercial Plaza* (宇業天逸商業廣場), which is located at 65 Jintang Road, Zhoushi Town, Kunshan, Suzhou, Jiangsu, the PRC (“**Tower 8 property**”).

The aggregate area of the Properties is 4,967 square meters.

- Property use:** Commercial
- Aggregate consideration:** RMB36,101,785 (equivalent to approximately HK\$38.1 million)
- Payment manner:** Payment by the Company shall be made to the Vendor in the manner of a deposit of 10% of the consideration on or before 17 November 2023 and the remaining amount of consideration shall be made on or before 31 December 2023.
- Completion:** Take place on or before 31 December 2023 or any other day as agreed by both parties and the Company is entitled to nominate its subsidiaries to take up the Properties.

Basis of determination of the consideration

The aggregate consideration for the purchase of the Properties is RMB36,101,785 (equivalent to approximately HK\$38.1 million), out of which the consideration of Tower 3 Property is RMB10,701,575 (equivalent to approximately HK\$11.3 million), Tower 6 Property is RMB10,702,950 (equivalent to approximately HK\$11.3 million), and Tower 8 Property is RMB14,697,260 (equivalent to approximately HK\$15.5 million). The consideration is determined after arm's length negotiations between the Company and the Vendor with reference to the valuation of the Properties in the sum of RMB65,700,000 prepared by the independent valuer adopting market approach by comparing the properties available in the vicinity with an agreed discount of approximately 45%. The payment will be financed by internal resources of the Company, bank facilities or a combination of both.

GENERAL INFORMATION OF THE PARTIES

The Company is a company incorporated in Bermuda with limited liability and whose issued shares are listed on the main board of the Stock Exchange. The Group is principally engaged in the business of residential and commercial real estate, healthcare-related, trading and equity investment.

The Vendor is a company established in the PRC with limited liability, is principally engaged in the business of real estate development. The Vendor is wholly-owned by U-Home Group International Limited, a company that is wholly and beneficially owned by Shunda Investment Limited, which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the business of residential and commercial real estate. The Board's intention is to hold the Properties for investment purposes and generate rental income. Considering the Properties' prime location, the Group believes that the Acquisition has the potential to optimize the Group's income base and asset structure. The Group also believes the Acquisition offers the prospect of better cash flow, potential capital appreciation, and higher returns in the future.

The terms of the Agreement have been arrived at after arm's length negotiations between the parties. The Directors (including the independent non-executive Directors) are of the view that the terms of Agreement are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Company, and are in the interests of the Company and the Shareholders as a whole.

Mr. Zhou Xuzhou, an executive Director and a controlling shareholder of the Company, and Ms. Zhou Wen Chuan, an executive Director and the chief executive officer of the Company and an associate of Mr. Zhou Xuzhou, have material interests in the Agreement and have abstained from voting on the resolutions of the Board to approve the Agreement, the transactions contemplated thereunder. Save as disclosed above, none of the Directors has any material interests in the Agreement and hence no other Director has abstained from voting on such Board resolutions.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor is wholly-owned by U-Home Group International Limited, a company that is wholly and beneficially owned by Shunda Investment Limited, which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou. Mr. Zhou Xuzhou is an executive Director and the substantial shareholder of the Company. As such, the Vendor is regarded as an associate of Mr. Zhou Xuzhou, and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rules 14A.76(2) of the Listing Rules, as each of the applicable percentage ratios in respect of the Acquisition is less than 5%, the Acquisition is subject to the reporting and announcement requirements but is exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

“Acquisition”	the proposed acquisition of the Properties by the Company pursuant to the Agreement
“Agreement”	the agreement dated 17 October 2023 and entered into between the Company and the Vendor in relation to the sale and purchase of the Properties
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	Meilleure Health International Industry Group Limited, a company incorporated in Bermuda with limited liability and whose issued Shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan)
“Properties”	collectively, Tower 3 property, Tower 6 property and Tower 8 property
“RMB”	Renminbi, the lawful currency of the PRC

“Share(s)”	Share(s) of the Company
“Shareholder(s)”	registered holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Suzhou Yurun Real Estate Co., Ltd.* (蘇州宇潤置業有限公司), a company established in the PRC with limited liability and is wholly-owned by U-Home Group International Limited, a company that is wholly and beneficially owned by Shunda Investment Limited, which in turn is wholly and beneficially owned by Mr. Zhou Xuzhou

Unless otherwise specified in this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB1.00 = HK\$1.0565. This rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been converted at the above rate or any other rates.

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

Hong Kong, 17 October 2023

As at the date of this announcement, the Board comprises Mr. Zhou Xuzhou, Dr. Zeng Wentao and Ms. Zhou Wen Chuan as executive Directors, Dr. Mao Zhenhua as non-executive Director and Professor Chau Chi Wai, Wilton, Dr. Yang Yu and Mr. Wu Peng as independent non-executive Directors.

** For identification purposes only*