

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 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 TRANSACTIONS IN RELATION TO
FURTHER DISPOSALS OF LISTED SECURITIES**

THE PREVIOUS TRANSACTIONS

As disclosed in the announcements of the Company dated 5 and 11 July 2023, a total number of 1,891,400 Hanshang Shares were disposed at the consideration of approximately HK\$27.3 million (excluding stamp duty and related expenses) in aggregate (collectively, the “**July Disposals**”). Subsequently, during the period from 20 to 31 October 2023, the Group further entered into a series of transactions involving disposals of Hanshang Shares in the open market, with a total number of 661,408 Hanshang Shares disposed at an aggregate consideration of approximately HK\$6.7 million (excluding stamp duty and related expenses).

LISTING RULES IMPLICATIONS

Save for the July Disposals, none of the applicable percentage ratios (as defined in the Listing Rules) in respect of each of the disposals under the Previous Transactions on a standalone basis exceeds 5%. However, as the highest applicable percentage ratios (as defined in the Listing Rules) in respect of the Previous Transactions, when aggregated with the July Disposals pursuant to Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the Previous Transactions constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are subject to the reporting and announcement requirements but are exempt from shareholders’ approval requirements under Chapter 14 of the Listing Rules.

THE PREVIOUS TRANSACTIONS

As disclosed in the announcements of the Company dated 5 and 11 July 2023, a total number of 1,891,400 Hanshang Shares were disposed at the consideration of approximately HK\$27.3 million (excluding stamp duty and related expenses) in aggregate. Subsequently, during the period from 20 to 31 October 2023, the Group further entered into a series of transactions

involving disposals of Hanshang Shares in the open market, with a total number of 661,408 Hanshang Shares disposed at an aggregate consideration of approximately HK\$6.7 million (excluding stamp duty and related expenses).

Set out below are the details of each Previous Transaction subsequent to the July Disposals from 20 to 31 October 2023:

Date/ Period	Number of Hanshang Shares disposed^(Note 1)	Consideration^(Note 2) HK\$'000
20 October 2023	107,000	1,074
24 October 2023	152,700	1,533
25 October 2023	35,000	355
27 October 2023	207,000	2,087
30 October 2023	99,708	1,052
31 October 2023	60,000	646
Total	661,408	6,747

Notes:

1. As the July Disposals and the Previous Transactions were completed within a 12-month period and involved the disposals of securities in the same listed company, the number of Hanshang Shares disposed and consideration were aggregated pursuant to Rules 14.22 and 14.23 of the Listing Rules.
2. The consideration for each Previous Transaction excludes stamp duty and related expenses.

The average price (excluding stamp duty and related expenses) of the total number of Hanshang Shares disposed in the Previous Transactions was approximately HK\$10.2 per Hanshang Share. As the Previous Transactions were conducted in the open market, the identities of the counterparties of the Previous Transactions could not be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Previous Transactions were third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS FROM THE PREVIOUS TRANSACTIONS

The Group is principally engaged in the business of residential and commercial real estate, healthcare-related, trading and equity investment. In view of the prevailing market sentiment, the Directors believe that it is beneficial to adopt a cautious investment strategy to further liquidate its investment in the Hanshang Shares with an aim to enhance the liquidity position of the Group.

The disposals of the Hanshang Shares realised a loss of approximately HK\$1.1 million, being the difference between the total consideration received from the Previous Transactions and book value of the total number of the Hanshang Shares disposed together with stamp duty and related expenses. The Group received net proceeds of approximately HK\$6.7 million from the Previous Transactions. The Group currently intends to use the net proceeds from the Previous Transactions for general working capital or other appropriate investment opportunities.

As each of the Previous Transactions was made on the open market at the prevailing market price, the Directors (including the independent non-executive Directors) are of the view that the Previous Transactions were fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

GENERAL INFORMATION ON THE PARTIES

The Group

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.

Hanshang

Hanshang is a company incorporated in the PRC with limited liability, and the shares of which are listed on the Shanghai Stock Exchange (stock code: 600774). The Hanshang Group is principally engaged in the provision of integrating medicine, medical equipment, assisted reproduction, health drinks, commerce and exhibition operations.

The following financial information is extracted from the published documents of Hanshang:

	For the year ended 31 December			
		2021		2022
	<i>RMB'000</i>	<i>HK\$'000</i>	<i>RMB'000</i>	<i>HK\$'000</i>
Revenue	1,475,250	1,556,389	1,386,976	1,463,260
Profit before income tax	99,694	105,177	94,282	99,468
Profit for the year	80,481	84,907	70,722	74,612

Based on Hanshang's published documents, the Hanshang Group has an audited consolidated net asset value of RMB1,793 million (equivalent to approximately HK\$1,892 million) as at 31 December 2021 and RMB1,786 million (equivalent to approximately HK\$1,884 million) as at 31 December 2022, respectively.

LISTING RULES IMPLICATIONS

Save for the July Disposals, none of the applicable percentage ratios (as defined in the Listing Rules) in respect of each of the disposals under the Previous Transactions on a standalone basis exceeds 5%. However, as the highest applicable percentage ratios (as defined in the Listing Rules) in respect of the Previous Transactions, when aggregated with the July Disposals pursuant to Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the Previous Transactions constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are subject to the reporting and announcement requirements but are exempt from shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company understands that it should have informed the Stock Exchange and published an announcement as soon as possible in accordance with Rule 14.34 of the Listing Rules as and when the obligations in relation to the Previous Transactions arose. The Company deeply regrets

its delay in compliance with the Listing Rules but would like to stress that Company's failure to make timely disclosure of the Previous Transactions was unintentional and inadvertent.

REMEDIAL MEASURES

To prevent the occurrence of similar non-compliance incident in the future, the Company will implement the following measures:

1. its internal control policy and system on notifiable transaction will be further enhanced to strengthen its supervision on compliance with Chapter 14 of the Listing Rules;
2. an internal training session will be conducted as soon as practicable to explain the relevant Listing Rules requirements for notifiable transactions; and
3. it will seek external legal and other professional advice as to any transaction which proposes to enter into in the future, in particular those relating to purchase or disposal of listed securities.

The Directors confirm that save for the above, they are not aware of any other notifiable transaction or connected transaction that the Company failed to disclose under the relevant requirements of the Listing Rules.

DEFINITIONS

“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
“Hanshang”	Hanshang Group Co., Ltd. (漢商集團股份有限公司), a company incorporated in the PRC with limited liability, and whose shares are listed on the Shanghai Stock Exchange (stock code: 600774)
“Hanshang Group”	Hanshang and its subsidiaries
“Hanshang Shares”	ordinary shares in the share capital of Hanshang
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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)
“Previous Transaction(s)”	the series of transactions entered into by the Group involving disposals of Hanshang Shares in the open market during the period from 20 to 31 October 2023 which constituted discloseable transactions under Chapter 14 of the Listing Rules
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 10 January 2024

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 the purpose of illustration only and unless otherwise stated, conversion of RMB into HK\$ in this announcement is based on the exchange rate of RMB1.0 to HK\$1.055. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.

** For identification purposes only*