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**Union Medical Healthcare Limited**  
**香港醫思醫療集團有限公司\***

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

**(Stock Code: 2138)**

**PROPOSED ISSUE OF USD DENOMINATED BONDS**

This announcement is made by the Company pursuant to Rule 13.09 of 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 Company proposes to conduct an international offering of Bonds to professional investors only.

The completion of the Proposed Bonds Issue is subject to market conditions, investor interest and other factors. CMB International Capital Limited as sole global coordinator, joint bookrunner and joint lead manager, UBS AG Hong Kong Branch as joint bookrunner and joint lead manager and Haitong International Securities Company Limited as joint bookrunner and joint lead manager, are managing the Proposed Bonds Issue. If the Bonds are issued, the Company intends to use the net proceeds for working capital and general corporate purposes.

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to professional investors only, and has received an eligibility letter from the Stock Exchange for the listing of the Bonds. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Bonds.

**As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not proceed. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Bonds Issue will be made by the Company should a Subscription Agreement in respect of the Proposed Bonds Issue be signed.**

This announcement is made by the Company pursuant to Rule 13.09 of 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 PROPOSED BONDS ISSUE**

### **Introduction**

The Company proposes to conduct an international offering of the Bonds to professional investors only.

The completion of the Proposed Bonds Issue is subject to market conditions, investor interest and other factors. CMB International Capital Limited as sole global coordinator, joint bookrunner and joint lead manager, UBS AG Hong Kong Branch as joint bookrunner and joint lead manager and Haitong International Securities Company Limited as joint bookrunner and joint lead manager, are managing the Proposed Bonds Issue.

The Bonds have not been, and will not be, registered under the Securities Act. The Bonds will be offered or sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong.

### **Reasons for the Proposed Bonds Issue and proposed use of proceeds**

The Company is a leading aesthetic medical service provider in Hong Kong which focuses on improving the physical appearance and/or health and wellness of its clients. The Group offers a broad range of services and products, including: (i) medical services, comprising minimally invasive procedures, energy-based procedures and aesthetic surgical procedures performed by doctors, general consultation services, as well as dental, Chinese medicinal, ophthalmological, chiropractic and physiotherapy services; (ii) quasi-medical services, comprising energy-based procedures performed by the Group's trained therapists who have completed mandatory internal training developed by the Group's doctors; (iii) traditional beauty services, comprising facials, massages and other non-invasive procedures; (iv) skincare and beauty products, primarily comprised of the Group's private-label brands, PRODERMA LAB and Suissebeaute; and (v) health management services.

If the Bonds are issued, the Company intends to use the net proceeds primarily for working capital and general corporate purposes.

### **Proposed listing**

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to professional investors only, and has received an eligibility letter from the Stock Exchange for the listing of the Bonds. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Bonds.

## **GENERAL**

**As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not proceed. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Bonds Issue will be made by the Company should a Subscription Agreement in respect of the Proposed Bonds Issue be signed.**

## DEFINITIONS

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

"Board"	the board of Directors
"Bonds "	the United States dollar denominated bonds expected to be issued by the Company
"Company"	Union Medical Healthcare 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
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Proposed Bonds Issue"	the proposed issue of the Bonds
"Securities Act"	the United States Securities Act of 1933, as amended
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Agreement"	the agreement proposed to be entered into between the Company, CMB International Capital Limited, UBS AG Hong Kong Branch and Haitong International Securities Company Limited
"United States"	the United States of America, its territories and possessions and all areas subject to its jurisdiction
"USD"	United States dollars

By Order of the Board  
**Union Medical Healthcare Limited**  
**Lee Gabriel**  
*Executive Director*

Hong Kong, 19 January 2018

*As at the date of this announcement, the executive Directors of the Company are Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Luk Kun Shing Ben and Mr. Yeung Chin Wan, and the independent non-executive Directors are Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Lam Chi Hang Josekin.*

*\*For identification purpose only*