

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated October 28, 2019 (the “**Prospectus**”) issued by Shanghai Kindly Medical Instruments Co., Ltd.* 上海康德萊醫療器械股份有限公司 (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The H Shares may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The H Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, BOCOM International Securities Limited, as the stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it and on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are set out in the paragraph headed “Structure of the Global Offering – Stabilization ” in the Prospectus.

Potential investors should be aware that stabilizing actions cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date, and is expected to expire on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.

* For identification purposes only



上海康德萊醫療器械股份有限公司

Shanghai Kindly Medical Instruments Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 40,000,000 H Shares (subject to the Over-allotment Option)
Number of International Offer Shares : 36,000,000 H Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares : 4,000,000 H Shares (subject to reallocation)
Maximum Offer Price : HK\$20.80 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars subject to refund)
Nominal Value : RMB1.00 per H Share
Stock Code : 1501

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued by the Company pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 8, 2019.

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The Global Offering of 40,000,000 H Shares (subject to the Over-allotment Option) comprises: the International Offer Shares of initially 36,000,000 H Shares (subject to reallocation and the Over-allotment Option) and the Hong Kong Offer Shares of initially 4,000,000 H Shares (subject to reallocation), representing 90% and 10% of the total number of H Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the International Offer Shares and the Hong Kong Offer Shares will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus. In particular, the Joint Global Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 8,000,000 Offer Shares, representing 20% of the total number of the Offer Shares initially being offered under the Global Offering) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$20.10 per Offer Share) stated in the Prospectus.

In connection with the Global Offering, the Company is expected to grant an Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), at their sole and absolute discretion, on or before the date which is the 30th day from the date of the last day of lodging applications under the Hong Kong Public Offering, to require the Company to issue and allot up to and not more than an aggregate of 6,000,000 additional H Shares (representing 15% of the number of Offer Shares initially available under the Global Offering), at the Offer Price to cover over-allocations in the International Offering, if any. The Joint Global Coordinators may also cover any over-allocations by purchasing Shares in the secondary market or by a combination of purchases in the secondary market and a partial exercise of the Over-allotment Option. Any such secondary market purchase will be made in compliance with all applicable laws, rules and regulations.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company’s website at www.kdl-int.com and the website of the Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for the listing of, and permission to deal in, the H Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$20.80 per Offer Share and is expected to be not less than HK\$20.10 per Offer Share unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$20.80 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$20.80 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$20.80 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the paragraph headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Thursday, November 7, 2019.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form eIPO.

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (1) complete and sign the **WHITE** Application Forms, or (2) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (1) complete and sign the **YELLOW** Application Forms, or (2) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, October 28, 2019, until 12:00 noon on Thursday, October 31, 2019 from:

1. any of the following addresses of the Hong Kong Underwriters:

BOCOM International Securities Limited	9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong
CMB International Capital Limited	45/F, Champion Tower, 3 Garden Road, Central, Hong Kong

2. any of the following outlets of Bank of Communications Co., Ltd. Hong Kong Branch:

District	Outlet Name	Address
Hong Kong Island	King’s Road Sub-Branch	G/F., Kailey Court, 67-71 King's Road
Kowloon	Jordan Road Sub-Branch	1/F., Booman Building, 37U Jordan Road
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road

3. any of the following branches of **CMB Wing Lung Bank Limited**:

District	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
Kowloon	Mongkok Branch	B/F CMB Wing Lung Bank Centre, 636 Nathan Road

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, October 28, 2019 until 12:00 noon on Thursday, October 31, 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

The application for the Hong Kong Offer Shares will commence on Monday, October 28, 2019 through Thursday, October 31, 2019. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving banks on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Thursday, November 7, 2019. Investors should be aware that the dealings in H Shares on the Stock Exchange are expected to commence on Friday, November 8, 2019.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF COMMUNICATIONS (NOMINEE) CO. LTD. – SHANGHAI KINDLY PUBLIC OFFER**" for the payment attached should be securely stapled and deposited in the special collection boxes provided at any of the outlets/branches of the receiving banks referred to above at the following times:

Monday, October 28, 2019 – 9:00 a.m. to 5:00 p.m.
Tuesday, October 29, 2019 – 9:00 a.m. to 5:00 p.m.
Wednesday, October 30, 2019 – 9:00 a.m. to 5:00 p.m.
Thursday, October 31, 2019 – 9:00 a.m. to 12:00 noon

Applicants applying by the **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk (24 hours daily, except on Thursday, October 31, 2019, the last application day) from 9:00 a.m. on Monday, October 28, 2019 until 11:30 a.m. on Thursday, October 31, 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, October 31, 2019 or such later time as described in the paragraph headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:⁽¹⁾

Monday, October 28, 2019 – 9:00 a.m. to 8:30 p.m.
Tuesday, October 29, 2019 – 8:00 a.m. to 8:30 p.m.
Wednesday, October 30, 2019 – 8:00 a.m. to 8:30 p.m.
Thursday, October 31, 2019 – 8:00 a.m. to 12:00 noon

Note:

- (1) The times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participant.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. Monday, October 28, 2019 until 12:00 noon Thursday, October 31, 2019 (24 hours daily, except on Thursday, October 31, 2019, the last application day).

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on Friday, November 1, 2019. If, for whatever reason, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company are unable to reach any agreement on the Offer Price or enter into the Price Determination Agreement on or before Monday, November 4, 2019, the Global Offering will not become unconditional and will lapse.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, November 7, 2019 on the website of the Stock Exchange (www.hkexnews.hk) and on the Company’s website (www.kdl-int.com).

The results of allocations under the Hong Kong Public Offering and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, November 7, 2019 as described in the paragraph headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title in respect of the H Shares, and will not issue receipt for sums paid on application. H Share certificates will only become valid at 8:00 a.m. on Friday, November 8, 2019 (Hong Kong time) provided that the Global Offering has become unconditional in all respects and the right of termination described in the paragraph headed “Underwriting – Hong Kong Underwriting Arrangements – Hong Kong Public Offering – Grounds for termination” in the Prospectus has not been exercised.

Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 8, 2019 (Hong Kong time). The H Shares will be traded in board lots of 200 H Shares each. The stock code of the Company is 1501.

By order of the Board
Shanghai Kindly Medical Instruments Co., Ltd.*
上海康德萊醫療器械股份有限公司
Dr. Liang Dongke
Chairman

Hong Kong, October 28, 2019

As at the date of this announcement, the Board comprises Dr. Liang Dongke and Mr. Wang Cailiang as executive Directors, Mr. Zhang Weixin, Ms. Chen Hongqin and Mr. Fang Shengshi as non-executive Directors, and Mr. Dai Kerong, Mr. Jian Xigao, Dr. Ge Junbo and Mr. Hui Hung Kwan as independent non-executive Directors.

This announcement is available for viewing on the website of the Company at www.kdl-int.com and the website of the Stock Exchange at www.hkexnews.hk.

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