

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 31 December 2019 (the “Prospectus”) issued by Hygieia Group Limited (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities or any Shares under the Share Offer. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law. This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will not and is not currently intended to be any public offer of the Offer Shares in the United States.

In connection with the Share Offer, the Stabilising Manager or any person acting for it, on behalf of the Underwriters may over-allocate or effect transactions with a view to stabilising or maintaining the market price of the Shares at such price, in such amounts and in such manner as the Stabilising Manager may determine at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any person acting for it to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Public Offer. Such stabilisation 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 Stabilising) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date and expire on the 30th day after the last date for lodging applications under the Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.



Hygieia Group Limited

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Total Number of Offer Shares : 500,000,000 Shares (subject to the Over-allotment Option)**
- Number of Placing Shares : 450,000,000 Shares (subject to reallocation and the Over-allotment Option)**
- Number of Public Offer Shares : 50,000,000 Shares (subject to reallocation)**
- Offer Price : Not more than HK\$0.30 per Offer Share and expected to be not less than HK\$0.25 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 1650**

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including (i) the Shares to be issued pursuant to the Capitalisation Issue, (ii) the Shares which may be issued pursuant to the exercise of the Over-allotment Option, and (iii) the Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme). Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 15 January 2020, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Wednesday, 15 January 2020. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.hygieiagroup.com.

The Share Offer comprises the Public Offer of initially 50,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares available under the Share Offer and the Placing of initially 450,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares available under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. In particular, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. 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 final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.25 per Offer Share) stated in the Prospectus and the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 100,000,000 Offer Shares).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date 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 to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

In connection with the Share Offer, the Company intends to grant the Over-allotment Option to the Placing Underwriters, exercisable in full or in part by the Joint Global Coordinators (for themselves and on behalf of the Placing Underwriters). The Over-allotment Option gives the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) the right, exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange up to and including the 30th

day after the last day for lodging applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 75,000,000 additional Shares, representing 15% of the initial number of the Offer Shares at the Offer Price to cover, among other things, over-allocations in the Placing, if any.

The Offer Price will not be more than HK\$0.30 per Offer Share and is currently expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. Applicants under the Public Offer must pay, on application, the maximum Offer Price of HK\$0.30 per Offer Share plus a 1% brokerage fee, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee. 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\$0.30 per Offer Share, 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. Further details are set out in the section headed "How to Apply for the Public Offer Shares — 13. Refund of application monies" in the Prospectus.

Applications for the Public 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.hkeipo.hk) in relation to the HK eIPO White Form.

Applicants who would like to have the allotted Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted 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 (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, are available during normal business hours from 9:00 a.m. on Tuesday, 31 December 2019 up to 12:00 noon on Wednesday, 8 January 2020 or such later time as described in the section headed "How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus from:

1. any of the following offices of the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers:

Fortune (HK) Securities Limited

43/F, Cosco Tower
183 Queen's Road Central
Hong Kong

Glory Sun Securities Limited

Unit 1703-06, 17/F
Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

Dongxing Securities (Hong Kong) Company Limited	Room 6805–6806A, 68/F. International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Alpha Financial Group Limited	Room A, 17/F. Fortune House 61 Connaught Road Central Central Hong Kong
Seazen Resources Securities Limited	Flat B, 20/F. Guangdong Investment Tower 148 Connaught Road Central Sheung Wan Hong Kong
Zinvest Global Limited	Room 1702B, 17/F., Tower 2 Lippo Centre 89 Queensway Hong Kong
VMI Securities Limited	Flat 2308, 23/F., Tower 1 Lippo Centre 89 Queensway Admiralty Hong Kong
I Win Securities Limited	Room 1916 Hong Kong Plaza 188 Connaught Road West Hong Kong
AFG Securities Limited	Room B, 17/F. Fortune House 61 Connaught Road Central Central Hong Kong

Eddid Securities and Futures Limited

23/F., YF Life Tower
33 Lockhart Road
Wan Chai
Hong Kong

2. any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	Admiralty Branch	Shop 1013–1014, 1/F, United Centre, 95 Queensway, Admiralty, Hong Kong
	Happy Valley Branch	23 King Kwong Street, Happy Valley, Hong Kong
Kowloon	Mei Foo Branch	Shop N95A, 1/F, Mount Sterling Mall, Mei Foo Sun Chuen, Kowloon
New Territories	Kwai Fong Branch	C63A–C66, 2/F, Kwai Chung Plaza, Kwai Fong, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Form, may be available during normal business hours from 9:00 a.m. on Tuesday, 31 December 2019 until 12:00 noon on Wednesday, 8 January 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders made payable to "**ICBC (ASIA) NOMINEE LIMITED — HYGIEIA GROUP PUBLIC OFFER**" for payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above at the following times:

Tuesday, 31 December 2019 — 9:00 a.m. to 5:00 p.m.
Thursday, 2 January 2020 — 9:00 a.m. to 5:00 p.m.
Friday, 3 January 2020 — 9:00 a.m. to 5:00 p.m.
Saturday, 4 January 2020 — 9:00 a.m. to 1:00 p.m.
Monday, 6 January 2020 — 9:00 a.m. to 5:00 p.m.
Tuesday, 7 January 2020 — 9:00 a.m. to 5:00 p.m.
Wednesday, 8 January 2020 — 9:00 a.m. to 12:00 noon

The application for the Public Offer Shares will commence on Tuesday, 31 December 2019 through Wednesday, 8 January 2020. Such time period is longer than the normal market practice of four days. The application monies (including brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Tuesday, 14 January 2020. Investors should be aware that the dealing in Shares on the Stock Exchange are expected to commence on Wednesday, 15 January 2020.

Applicants applying by **HK eIPO White Form** service may submit applications through the designated website of the **HK eIPO White Form** service at www.hkeipo.hk from 9:00 a.m. on Tuesday, 31 December 2019 up to 11:30 a.m. on Wednesday, 8 January 2020 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 8 January 2020, the last application day or such later time as described in the section headed "How to Apply for the Public 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 (or such time as described in the section headed “How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus):

Tuesday, 31 December 2019 — 9:00 a.m. to 8:30 p.m.
Thursday, 2 January 2020 — 8:00 a.m. to 8:30 p.m.
Friday, 3 January 2020 — 8:00 a.m. to 8:30 p.m.
Saturday, 4 January 2020 — 8:00 a.m. to 1:00 p.m.
Monday, 6 January 2020 — 8:00 a.m. to 8:30 p.m.
Tuesday, 7 January 2020 — 8:00 a.m. to 8:30 p.m.
Wednesday, 8 January 2020 — 8:00 a.m. to 12:00 noon

⁽¹⁾ These 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 Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 31 December 2019 until 12:00 noon on Wednesday, 8 January 2020 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, 8 January 2020, the last application day or such later time as described in the paragraph headed “10. Effect of bad weather on the opening of the application lists” in this section.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for the Public Offer Shares” in the Prospectus for details of the conditions and application procedures of the Public Offer.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares (i) on the website of the Stock Exchange (www.hkexnews.hk); and (ii) on the Company’s website (www.hygieiagroup.com) on Tuesday, 14 January 2020. The results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants, where applicable) under the Public Offer will be available through a variety of channels from Tuesday, 14 January 2020 as described in the section headed “How to Apply for the Public Offer Shares — 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Wednesday, 15 January 2020, provided that (i) the Share Offer has become unconditional in all respects and (ii) the right of termination described in the section headed “Underwriting — Underwriting Arrangement and Expenses — Grounds for termination” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 15 January 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 15 January 2020. The Shares will be traded in board lots of 8,000 Shares. The stock code of the Shares is 1650.

By Order of the Board of Director
Hygieia Group Limited
Toh Eng Kui
Chairman and Executive Director

Hong Kong, 31 December 2019

As at the date of this announcement, the Board comprises Mr. Toh Eng Kui, Mr. Hong Rui Sheng and Mr. Peh Poon Chew as executive Directors; and Mr. Koh How Tim, Mr. Tan Wu Hao and Mr. Wong Yuk as independent non-executive Directors.

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.