

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



MEDICSKIN HOLDINGS LIMITED

密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8307)

(1) PROPOSED OFF-MARKET SHARE BUY-BACK AND (2) CONNECTED TRANSACTION

Financial Adviser to the Company



SHARE BUY-BACK AGREEMENT

On 19 March 2020 (after trading hours), the Company entered into the Share Buy-back Agreement with the Vendor pursuant to which the Vendor has agreed to sell, and the Company has agreed to repurchase for cancellation, a total of 80,000,000 Shares at the total consideration of HK\$10.0 million, equivalent to HK\$0.125 per Buy-back Share.

The Share Buy-back Agreement is conditional upon, among others, (i) the Executive giving his consent to the Share Buy-back; and (ii) the Disinterested Shareholders approving the Share Buy-back at the EGM. Completion will take place on the third Business Day (or such other date as agreed between the Vendor and the Company) after fulfilment of the conditions precedent under the Share Buy-back Agreement.

The reasons for and benefits of the Share Buy-back and the basis on which the terms of the Share Buy-back Agreement have been determined are set out in the section headed “Reasons for and benefits of the Share Buy-back” below.

REGULATORY REQUIREMENTS

Share Buy-backs Code

The Share Buy-back constitutes an off-market share buy-back by the Company under the Share Buy-backs Code. The Company will make an application to the Executive for approval for the Share Buy-back pursuant to Rule 2 of the Share Buy-backs Code. The Executive's approval, if granted, will normally be conditional upon, among other things, approval of the Share Buy-back by at least three-fourths of the votes cast on a poll by the Disinterested Shareholders present in person or by proxy at a meeting to be held for such purposes.

GEM Listing Rules

Since the Vendor is a substantial shareholder and a connected person of the Company, the Share Buy-back contemplated under the Share Buy-back Agreement constitutes a connected transaction for the Company under the GEM Listing Rules and is therefore subject to the approval by the Disinterested Shareholders at the EGM.

Voting

As at the date of this announcement, (i) the Vendor holds 80,000,000 Shares, representing approximately 16.47% of the issued share capital of the Company; (ii) Homer International Investment Limited, which holds 2,060,000 Shares, representing approximately 0.42% of the issued share capital of the Company, is wholly-owned by Mr. Chu Yeong Kang Joseph Patrick, who indirectly wholly-owns Odysseus Capital Asia Limited which is the financial adviser of the Company in relation to the Share Buy-back; and (iii) Mr. Chu Yeong Kang Joseph Patrick holds 100,000 Shares, representing 0.02% of the issued share capital of the Company. Save as aforesaid, neither the Vendor nor any parties acting in concert with it, nor Homer International Investment Limited nor Mr. Chu Yeong Kang Joseph Patrick is interested in any voting rights or rights over the Shares. Since the Vendor, Homer International Investment Limited and Mr. Chu Yeong Kang Joseph Patrick are materially interested in the Share Buy-back Agreement, they will abstain from voting at the EGM as required under the Share Buy-backs Code, the Takeovers Code and the GEM Listing Rules. Save as aforesaid, no other Shareholder is required to abstain from voting on the resolution(s) approving the Share Buy-back Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among others, details of the Share Buy-back Agreement, the letter from the Independent Board Committee giving its recommendation to the Disinterested Shareholders on the Share Buy-back Agreement, the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee relating to the Share Buy-back Agreement, the notice

of the EGM and other information as required under the GEM Listing Rules, the Takeovers Code and the Share Buy-backs Code will be despatched to the Shareholders within 21 days of the date of this announcement.

As Completion is subject to fulfilment of certain conditions, the Share Buy-back may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

SHARE BUY-BACK AGREEMENT

Date: 19 March 2020 (after trading hours)

Parties: (i) the Vendor as vendor
(ii) the Company as purchaser

Number of Buy-back Shares

80,000,000 Shares, representing approximately 16.47% of the issued share capital of the Company as at the date of this announcement.

Consideration

The total consideration for the Share Buy-back is HK\$10.0 million, equivalent to HK\$0.125 per Buy-back Share, and is payable in cash. The Buy-back Price was determined following arm's length commercial negotiations between the Vendor and the Company, taking into account, inter alia, the movements in the price of the Shares for the past two years and prevailing market conditions. The total Buy-back Price will be paid by the Company to the Vendor at Completion.

The Buy-back Price represents:

- (i) a premium of approximately 13.64% to the closing price of HK\$0.1100 per Share as quoted on the Stock Exchange on the date of the Share Buy-back Agreement;
- (ii) a premium of approximately 8.89% to the average closing price of approximately HK\$0.1148 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement;
- (iii) a premium of approximately 4.43% to the average closing price of approximately HK\$0.1197 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement;

- (iv) a discount of approximately 2.95% to the average closing price of approximately HK\$0.1288 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement;
- (v) a discount of approximately 19.35% to the average closing price of approximately HK\$0.1550 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the 90 consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement; and
- (vi) a discount of approximately 31.32% to the average closing price of approximately HK\$0.1820 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the 180 consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement.

With reference to the announcements published by the Company on 29 September 2016 and 25 October 2016 in relation to the subscription of 80,000,000 Shares by the Vendor, as subscriber, allotted and issued by the Company, the total consideration then was HK\$51,840,000, representing an original purchase cost to the Vendor for each Buy-back Share of HK\$0.648. The Buy-back Price represents a discount of approximately 80.7% to such subscription price per Share.

Highest and lowest Share prices

During the six-month period immediately preceding and including the date of this announcement, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.29 on 27 September 2019 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.110 on 19 March 2020.

Conditions to Completion

Completion is conditional upon the satisfaction of the following conditions:

- (a) the Executive having granted and not having withdrawn or revoked the approval for the Share Buy-back and the condition(s) of such approval (if any) having been satisfied;
- (b) the passing of the resolutions at the EGM by at least three-fourths of the Disinterested Shareholders of the votes cast on a poll approving the Share Buy-back;
- (c) the Company having complied with the applicable provisions of the GEM Listing Rules, including those under Chapter 20, the disclosure requirements and the requirement to obtain Disinterested Shareholders' approval in relation to the Share Buy-back;

- (d) representations and warranties given by the Vendor and the Company under the Share Buy-back Agreement being true, correct and complete when made and remaining true, correct and complete and not misleading as at the Completion Date; and
- (e) (where required) the obtaining of all necessary approvals and consents from any government or regulatory authority or any person and the completion of all necessary filings with any government or regulatory authority required for the entering into of the Share Buy-back Agreement and/or the performance of their obligations hereunder by the Vendor and the Company.

Apart from the Executive's consent and the Disinterested Shareholders' approval as set out in conditions (a), (b) and (c) above, the Directors are not aware of any other approvals or consents that are required to be obtained from or any filings that are required to be made with any government or regulatory authority or any person in connection with the Share Buy-back.

Except the condition set out in (d) above, none of the conditions above is capable of being waived by the Vendor or the Company. If the above conditions are not fulfilled or waived within four months from the date of this announcement i.e. 19 March 2020 (or such other date as the Vendor and the Company may from time to time agree in writing), none of the Vendor or Purchaser shall be obliged to proceed to Completion, and none of the parties shall have any claim against each other save for any antecedent breaches.

Completion

Completion will take place on the third Business Day (or such other date as agreed between the Vendor and the Company) after fulfilment or waiver of the conditions under the Share Buy-back Agreement.

Immediately upon Completion, the Company shall cancel the Buy-back Shares and any rights attaching thereto shall cease with effect from Completion.

FUNDING OF THE SHARE BUY-BACK

The Company will fund the Share Buy-back from the Company's share premium account. Under the Companies Law, any buy-back of Shares by the Company may only be funded out of the Company's profits, a fresh issue of Shares made for the purpose, the Company's share premium account, or if so authorised by its articles of association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be bought-back must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. As at 31 January 2020, the Group had unaudited cash and bank balances and pledged bank deposits of approximately HK\$43.2 million and HK\$9.7 million, respectively. The Company has sufficient surplus funds not currently required in its normal operations, which will be paid out of its share premium account, to effect the Share Buy-back.

REASONS FOR AND BENEFITS OF THE SHARE BUY-BACK

The Company was approached by the Vendor, who revealed the intention to dispose its Shares. After thorough consideration, the Board came to a conclusion that the best way to minimise the downward pressure on the Share price in relation to such a substantial disposal comparing to the relatively thin trading volume of the Shares in the market is to proceed with an off-market share buy-back, to which the Vendor also agreed. After arm's length negotiations, the Buy-back Price was fixed at HK\$0.125, representing a discount of approximately 2.95% to the average closing price of approximately HK\$0.1288 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement. The Board (excluding the members of the Independent Board Committee, who will give their recommendation after taking advice from the Independent Financial Adviser) considers the discount to be fair and reasonable and the Share Buy-back represents a good opportunity to enhance the balance sheet of the Company and make contribution to the financial data on a per-share basis, in particular after taking into account that the Vendor subscribed 80,000,000 Shares at HK\$0.648 per Share in 2016 and such amount of Shares are now expected to be repurchased by the Company at HK\$0.125 under the Share Buy-back.

In considering to proceed with the Share Buy-back, the Company has taken into consideration that:

- (i) any on-market disposal of Shares by the Vendor may create a market overhang exerting a downward pressure on the Share price whilst a private placement of Shares to any third parties, who might not share the same vision as the Company's management, would have a negative impact to the Company's future development;
- (ii) the Share Buy-back is a good opportunity for the Company to utilise its financial resources with aim to enhance its earnings per Share;
- (iii) the Buy-back Price represents a substantial discount of approximately 80.7% to the price at which the Company placed the same amount of new Shares to the Vendor in 2016;
- (iv) the Buy-back Price also represents a discount of approximately 2.95% to the average closing price of approximately HK\$0.1288 per Share based on the daily closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the date of the Share Buy-back Agreement;
- (v) the average daily trading volume of the Shares for the 12 months up to and including the date of this announcement was approximately 159,355 Shares per day, representing only approximately 0.03% of the issued Shares as at the date of this announcement. Given the thin trading volume in the Shares and the large volume of the Buy-back Shares, it is a good opportunity for the Company to buy back a significant block of Shares without affecting the normal trading of the Shares in terms of price and volume; and

(vi) despite the recent market slowdown, upon Completion, the Company will still maintain a net cash level which is well sufficient to fund its operation.

In view of the above, the Directors (excluding the members of the Independent Board Committee, who will give their recommendation after taking advice from the Independent Financial Adviser) believe that the terms of the Share Buy-back are fair and reasonable and the Share Buy-back is in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there are no changes in the shareholding of the Vendor and the issued share capital of the Company from the date of this announcement up to Completion):

	As at the date of this announcement		Immediately upon Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
TWL	274,865,400	56.59	274,865,400	67.74
Rich Unicorn	80,000,000	16.47	–	–
Homer International Investment Limited ¹	2,060,000	0.42	2,060,000	0.51
Mr. Chu Yeong Kang Joseph Patrick ¹	<u>100,000</u>	<u>0.02</u>	<u>100,000</u>	<u>0.02</u>
Public Shareholders	<u>128,710,600</u>	<u>26.50</u>	<u>128,710,600</u>	<u>31.73</u>
Total	<u><u>485,736,000</u></u>	<u><u>100.00</u></u>	<u><u>405,736,000</u></u>	<u><u>100.00</u></u>

Note:

- Homer International Investment Limited is wholly-owned by Mr. Chu Yeong Kang Joseph Patrick, who indirectly wholly-owns Odysseus Capital Asia Limited which is the financial adviser of the Company in relation to the Share Buy-back. Both Homer International Investment Limited and its shareholder are independent of the Vendor and any of its parent, subsidiaries, fellow subsidiaries, associated companies of any of the foregoing, and companies of which such companies are associated companies.

INFORMATION ON THE COMPANY

The Group is a medical skin care service provider in Hong Kong. Currently, the Group operates two “Medicskin” branded medical skin care centres, one anti-aging centre and one beauty spa, at the prime locations in Hong Kong, which primarily focus on the treatment of skin diseases and problems and/or the improvement of appearance of clients.

As at the date of this announcement, there are 485,736,000 Shares in issue. Save as a total of 4,000,000 share options (the “**Options**”) to subscribe for an aggregate of 4,000,000 Shares were granted to several Directors and employees of the Group under the share option scheme adopted by the shareholders of the Company on 3 December 2014, including 2,800,000 Options granted to five Directors, namely (Ms. Kong Chung Wai (800,000 Options), Ms. Sin Chui Pik Christine (800,000 Options), Mr. Chan Cheong Tat (400,000 Options), Mr. Lee Ka Lun (400,000 Options) and Mr. Leung Siu Cheung (400,000 Options)), and 1,200,000 Options granted to three employees of the Group, the Company does not have any outstanding derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares or other types of equity interest as at the date of this announcement.

The following table sets out the audited consolidated profit/loss of the Company before taxation and before excluding non-controlling interests and the audited profit/loss attributable to the Shareholders after taxation and after excluding non-controlling interests for the two years ended 31 March 2019 and the unaudited consolidated loss of the Company before taxation and before excluding non-controlling interests and the unaudited loss attributable to the Shareholders after taxation and after excluding non-controlling interests for the nine months ended 31 December 2019:

	For the year ended 31 March		For the nine months ended 31 December
	2018	2019	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)	(unaudited)
Profit/(loss) before taxation and before excluding non-controlling interests	3,528	(8,727)	(1,989)
Profit/(loss) attributable to the Shareholders after taxation and after excluding non-controlling interests	2,533	(5,480)	(906)

INFORMATION ON THE VENDOR

The Vendor is a company incorporated in the British Virgin Islands with limited liability, whose principal business is investment holding. The entire issued share capital of the Vendor is beneficially owned by Fullshare Holdings Limited (“**Fullshare**”) whose issued shares are listed on the Stock Exchange (stock code: 607). The principal activities of the Fullshare and its subsidiaries are property

development and investment, tourism, investment and financial services, provision of healthcare and education products and services and new energy business. The Vendor does not have any Board representative in the Company.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no formal or informal relationship (past, present and contemplated; financial, business or otherwise) between (i) the Vendor and its concert parties on the one hand and (ii) TWL and its concert parties on the other hand.

REGULATORY REQUIREMENTS

Share Buy-backs Code

The Share Buy-back constitutes an off-market share buy-back by the Company under the Share Buy-backs Code. The Company will make an application to the Executive for approval for the Share Buy-back pursuant to Rule 2 of the Share Buy-backs Code. The Executive's approval, if granted, will normally be conditional upon, among other things, approval of the Share Buy-back by at least three-fourths of the votes cast on a poll by the Disinterested Shareholders present in person or by proxy at a meeting to be held for such purposes.

As the approval of the Executive for the Share Buy-back is a condition under the Share Buy-back Agreement, the Company will not proceed to Completion unless the Executive has approved the Share Buy-back pursuant to Rule 2 of the Share Buy-backs Code. However, there is no assurance that such approval will be granted or that all the conditions under the Share Buy-back Agreement will be fulfilled.

Other arrangements

As at the date of this announcement, other than the 16.47% interest in the total number of issued Shares of the Company owned by the Vendor (being the Buy-back Shares subject to the Share Buy-back contemplated under the Share Buy-back Agreement as disclosed in this announcement), neither the Vendor nor any party acting in concert with it:

- (i) holds, owns, controls or directs any Shares, convertible securities, warrants, options or derivatives in respect of the Shares;
- (ii) has secured an irrevocable commitment to vote in favour of or against the Share Buy-back;
- (iii) has entered into any outstanding derivatives in respect of the securities in the Company;
- (iv) has any arrangement (whether by way of option, indemnity or otherwise) or contracts in relation to the Shares or shares of the Vendor which might be material to the Share Buy-back;

- (v) has any agreement or arrangement to which the Vendor or parties acting in concert with it is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Share Buy-back; or
- (vi) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Save as disclosed in this announcement, (i) there is no consideration, compensation or benefit in whatever form paid or to be paid by the Group to the Vendor or any party acting in concert with it in connection with the Share Buy-back; (ii) there is no understanding, arrangement, agreement or special deal between the Group on the one hand, and the Vendor and any party acting in concert with it on the other hand; and (iii) there is no understanding, arrangement or agreement or special deal between (1) any Shareholder; and (2) the Company, its subsidiaries or associated companies.

GEM Listing Rules

Since the Vendor is a substantial shareholder and a connected person of the Company, the Share Buy-back contemplated under the Share Buy-back Agreement constitutes a connected transaction for the Company under the GEM Listing Rules and is therefore subject to the approval by the Disinterested Shareholders at the EGM.

Voting

As at the date of this announcement, (i) the Vendor holds 80,000,000 Shares, representing approximately 16.47% of the issued share capital of the Company; (ii) Homer International Investment Limited, which holds 2,060,000 Shares, representing approximately 0.42% of the issued share capital of the Company, is wholly-owned by Mr. Chu Yeong Kang Joseph Patrick, who indirectly wholly-owns Odysseus Capital Asia Limited which is the financial adviser of the Company in relation to the Share Buy-back; and (iii) Mr. Chu Yeong Kang Joseph Patrick holds 100,000 Shares, representing 0.02% of the issued share capital of the Company. Save as aforesaid, neither the Vendor nor any parties acting in concert with it, nor Homer International Investment Limited nor Mr. Chu Yeong Kang Joseph Patrick is interested in any voting rights or rights over the Shares. Since the Vendor, Homer International Investment Limited and Mr. Chu Yeong Kang Joseph Patrick are materially interested in the Share Buy-back Agreement, they will abstain from voting at the EGM as required under the Share Buy-backs Code, the Takeovers Code and the GEM Listing Rules. Save as aforesaid, no other Shareholder is required to abstain from voting on the resolution(s) approving the Share Buy-back Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Directors has material interest in the Share Buy-back and hence no Director has abstained from voting on such Board meeting approving the Share Buy-back.

GENERAL

The Independent Board Committee has been established to advise and give recommendation to the Disinterested Shareholders on the Share Buy-back Agreement. Nuada Limited has been appointed as the Independent Financial Adviser with the approval of the Independent Board Committee to advise the Independent Board Committee thereon.

A circular containing, among others, details of the Share Buy-back Agreement, the letter from the Independent Board Committee giving its recommendation to the Disinterested Shareholders on the Share Buy-back Agreement, the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee relating to the Share Buy-back Agreement, the notice of the EGM and other information as required under the GEM Listing Rules, the Takeovers Code and the Share Buy-backs Code will be despatched to the Shareholders within 21 days of the date of this announcement.

As Completion is subject to fulfilment of certain conditions, the Share Buy-back may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday) on which licensed banks in Hong Kong are generally open for business
“Buy-back Price”	the proposed buy-back price of HK\$0.125 per Buy-back Share
“Buy-back Shares”	80,000,000 Shares legally and beneficially owned by the Vendor
“Companies Law”	the Companies Law (as revised) of the Cayman Islands
“Company”	Medicskin Holdings Limited (密迪斯肌控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on GEM of the Stock Exchange (Stock Code: 8307)
“Completion”	completion of the Share Buy-back in accordance with the terms and conditions of the Share Buy-back Agreement

“Completion Date”	the date on which Completion takes place
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Disinterested Shareholder(s)”	Shareholder(s) other than the Vendor, Homer International Investment Limited, Mr. Chu Yeong Kang Joseph Patrick and Shareholders who has a material interest in the Share Buy-back which is different from the interests of all other Shareholders
“EGM”	the extraordinary general meeting to be convened and held by the Company for the purpose of approving, among other things, the Share Buy-back Agreement and the transactions contemplated thereunder
“Executive”	the Executive Director of the Corporate Finance Division of the SFC, or any delegate of the Executive Director
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“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
“Independent Board Committee”	the independent committee of the Board established and comprising all the independent non-executive Directors, being Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung, to advise the Disinterested Shareholders in respect of the Share Buy-back Agreement
“Independent Financial Adviser”	Nuada Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee in respect of the Share Buy-back
“SFC”	the Securities and Futures Commission of Hong Kong

“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Share Buy-back”	the proposed buy-back of the Buy-back Shares by the Company from the Vendor for cancellation
“Share Buy-back Agreement”	the sale and repurchase agreement dated 19 March 2020 between the Vendor and the Company in relation to the Share Buy-back
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“TWL”	Topline Worldwide Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling Shareholder of the Company, which is wholly and beneficially owned by Dr. Kong Kwok Leung, our Chairman and executive Director
“Vendor”	Rich Unicorn Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Fullshare Holdings Limited whose issued shares are listed on the Stock Exchange (stock code: 607)
“%”	per cent.

By the order of the Board
Medicskin Holdings Limited
Dr. Kong Kwok Leung
Chairman and Executive Director

Hong Kong, 19 March 2020

As at the date of this announcement, the executive Directors are Dr. Kong Kwok Leung, Ms. Tsui Kan, Ms. Kong Chung Wai and Ms. Sin Chui Pik Christine, and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM’s website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.medicsskin.com.