

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.



Peijia Medical Limited

沛嘉醫療有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9996)

INSIDE INFORMATION PROPOSED ISSUE OF RMB SHARES AND LISTING IN THE PRC

This announcement is made by the Company pursuant to Rule 13.09(2) of the Hong Kong 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 is pleased to announce that on December 18, 2020 (after trading hours), the Board has approved a preliminary proposal for the possible issue of RMB Shares and listing such RMB Shares on the Sci-Tech Board. The Proposed RMB Share Issue shall be conditional upon and subject to, among other things, the satisfaction by the Company of the relevant listing requirements of the Sci-Tech Board, market conditions, the approval of the Shareholders at the general meeting of the Company and the necessary Regulatory Approvals.

The preliminary plan of the Proposed RMB Share Issue is detailed as follows:

Nature of RMB Shares : Ordinary shares to be subscribed for in RMB the target subscribers, to be listed on the Sci-Tech Board and traded in RMB, forming the same class of the Hong Kong Shares.

The RMB Shares will be ordinary Shares ranking pari passu with the existing ordinary shares of the Company which are listed on The Hong Kong Stock Exchange with the same par value (US\$0.0001 each) and the same rights to voting, dividend and return of assets.

The RMB Shares and the Hong Kong Shares are of the same class.

Size of the Proposed RMB Share Issue : Assuming the over-allotment option to be granted by the Company to the underwriters for the Proposed RMB Share Issue (the “**Over-allotment Option**”) is not exercised, the RMB Shares to be issued under the Proposed RMB Share Issue shall not exceed 15% of the Company’s issued share capital as enlarged by the issue and allotment of the RMB Shares contemplated under the Proposed RMB Share Issue. If the Over-allotment Option is exercised in full, the RMB Shares to be issued under the Proposed RMB Share Issue shall not exceed 17.25% of the Company’s issued share capital on a fully diluted basis. The RMB Shares will all be new Shares, and no conversion of the existing Shares will be involved.

The final issue size of the RMB Shares shall be negotiated and determined by the Board as authorised by the general meeting of the Company, together with the sponsors and the underwriters subject to the issue size registered with the relevant regulatory authorities, the Company’s need and market conditions.

Preliminary use of proceeds : After deducting the issuance expenses, the proceeds of the Proposed RMB Share Issue are currently intended to be used for business development for the Company’s principal business and general working capital.

Place of listing of RMB Shares : The Sci-Tech Board

Share registers : The RMB Shares will be registered on a separate share register kept in the PRC (the “**PRC Register**”) and managed by the share registrar of the RMB Shares for the Company. The RMB Shares will not be registered on the existing share register of the Company in Hong Kong (the “**Hong Kong Register**”).

The Hong Kong Register will continue to be kept in Hong Kong and will not include the details of the holders of RMB Shares.

Due to the current restrictions under laws, rules and regulations in the PRC, no movement of Shares will be allowed between the Hong Kong Register and the PRC Register.

RMB Shares cannot be moved outside of the PRC or to the Hong Kong Register : The RMB Shares are subscribed and traded in RMB, issued to investors in PRC solely for trading on the Shanghai Stock Exchange. The RMB Shares will not be able to be moved to outside of the PRC for trading in Hong Kong or to the Hong Kong Register.

Non-fungibility between the RMB Shares and the Hong Kong Shares : The RMB Shares and the Hong Kong Shares will not be fungible.

As of the date of this announcement, save and except of the information disclosed herein, the Board does not have other plans in relation to the Proposed RMB Share Issue, and has not made any listing application to the relevant regulatory authorities in the PRC in respect of the Proposed RMB Share Issue.

Shareholders and potential investors should note that the concrete plan of the Proposed RMB Share Issue shall be subject to the further approval of the Board and the general meeting of the Company, as well as Regulatory Approvals. As such, the Proposed RMB Share Issue may or may not be implemented, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed RMB Share Issue will materialize or as to when it may materialize. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Share(s) of the Company.

Further announcement(s) will be made by the Company in accordance with the Hong Kong Listing Rules and other applicable laws and regulations of any material updates and progress in connection with the Proposed RMB Share Issue as and when appropriate. This announcement is for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for the Share(s).

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	Peijia Medical Limited (沛嘉醫療有限公司), a company incorporated in the Cayman Islands with limited liability
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Shares”	the existing ordinary Shares which are listed on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed RMB Share Issue”	the Company’s proposed issue of RMB Shares, which will be listed on the Sci-Tech Board
“Regulatory Approvals”	the approvals, waivers or decisions from the relevant regulatory authorities and governmental departments in the PRC and Hong Kong (including but not limited to the CSRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the CSDC)
“RMB”	Renminbi, the lawful currency of the PRC
“RMB Shares”	the ordinary Shares to be subscribed for in RMB by target subscriber(s) in the PRC, to be listed on the Sci-Tech Board and traded in RMB
“Sci-Tech Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Shareholders”	holders of the Share(s) of the Company
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company

By order of the Board
Peijia Medical Limited
 沛嘉醫療有限公司
Dr. Yi Zhang
Chairman and Executive Director

Hong Kong, December 21, 2020

As at the date of this announcement, the Board comprises Dr. Yi Zhang, Mrs. Ping Ye Zhang and Ms. Hong Ye as executive Directors, Dr. Zhiyun Yu, Mr. Jifeng Guan, Mr. Fei Chen, Mr. Jun Yang as non-executive Directors, and Dr. Stephen Newman Oesterle, Mr. Robert Ralph Parks, Mr. Wayne Wu and Mr. Wai Ming Yip as independent non-executive Directors.