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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as defined in the prospectus dated 12 December 2014 (the “Prospectus”) issued by Medicskin Holdings Limited (the “Company”).

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



Medicskin Holdings Limited

密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 100,000,000 Placing Shares comprising
66,668,000 New Shares and 33,332,000 Sale
Shares
Placing Price : HK\$0.6 per Placing Share plus brokerage of
1%, SFC transaction levy of 0.0027% and
Stock Exchange trading fee of 0.005%
(payable in full on application)
Nominal value : HK\$0.01 per Share
Stock code : 8307

Sole Sponsor



Shenyin Wanguo Capital (H.K.) Limited

Joint Bookrunners and Joint Lead Managers



Shenyin Wanguo Capital (H.K.) Limited



GREAT ROC
CAPITAL SECURITIES LIMITED
鴻鵬資本證券有限公司

Copies of the Prospectus are available, for information purposes only, at the principal place of business of each of **Shenyin Wanguo Capital (H.K.) Limited** at Level 19, 28 Hennessy Road, Hong Kong and **Great Roc Capital Securities Limited** at Suite 3712, 37/F West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) on Friday, 12 December 2014.

Pursuant to the Underwriting Agreement, the Company is offering 66,668,000 New Shares for subscription and the Selling Shareholder is offering 33,332,000 Sale Shares for purchase by way of the Placing, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement, in aggregate representing 25% of the issued share capital of the Company upon completion of the Placing (taking no account of any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme).

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfilment of the conditions set forth in the paragraph headed “Conditions of the Placing” under the section headed “Structure and Conditions of the Placing” in the Prospectus. Prospective investors of the Placing Shares should note that the Sole Sponsor (for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Sponsor (for itself and on behalf of the Underwriters), upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 18 December 2014. In the event that conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) prior to the date specified in the Prospectus, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.medicskin.com immediately following such lapse.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme as described in the Prospectus. Subject to the granting by the Stock Exchange of the approval for the listing of, and permission to deal in, the Shares on GEM, as well as 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 on any other date as 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 Shares to be admitted into CCASS.

The Placing Price will be HK\$0.6 per Placing Share.

Share certificates for the Placing Shares will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms. No temporary documents or evidence of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as possible on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.medicskin.com.

The level of indication of interest in the Placing will be announced on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.medicskin.com on or before Wednesday, 17 December 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 18 December 2014. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8307.

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

Hong Kong, 12 December 2014

As at the date of this announcement, the executive directors of the Company are Dr. Kong Kwok Leung, Mr. Lo Kwok Bun, and Ms. Kong Chung Wai, and the independent non-executive directors are Mr. Lee Ka Lun, Mr. Leung Siu Cheung and Mr. Chan Cheong Tat.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

This announcement and a copy of the Prospectus referred to above will remain on the Stock Exchange's website at www.hkexnews.hk, in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.medicsskin.com.