

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 25 January 2017 (the “Prospectus”) issued by My Heart Bodibra 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 offer or invitation to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

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

Number of Placing Shares : 120,000,000 Shares
**Placing Price : Not more than HK\$0.6 per Placing Share
and expected to be not less than
HK\$0.4 per Placing Share (payable in
full on application, plus brokerage of
1%, SFC transaction levy of 0.0027%
and Stock Exchange trading fee of
0.005%, subject to refund)**
Nominal Value : HK\$0.01 each
Stock Code : 8297

Sponsor



Bookrunner and Lead Manager



Printed copies of the Prospectus are available, for information purposes only, at the office of Lego Corporate Finance Limited at Room 1601, 16/F, China Building, 29 Queen's Road Central, Hong Kong, during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Wednesday, 25 January 2017 to Thursday, 2 February 2017 (both dates inclusive but on business days only).

Pursuant to the Underwriting Agreement, the Company is offering 120,000,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus, which will be conditionally placed with selected institutional, professional and/or other investors. The Placing Shares shall, in aggregate, represent 25% of the enlarged share capital of the Company upon completion of the Capitalisation Issue and the Placing (without taking into account Shares which may be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme).

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

The Placing is conditional upon the fulfilment of the conditions as set out in "Structure and Conditions of the Placing — Conditions of the Placing" in the Prospectus. If such conditions have not been fulfilled or waived prior to the times and dates specified, the Placing will lapse, and all monies received will be refunded to the applicants of the Placing Shares without interest, and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bodibra.com on the next business day following such lapse.

The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Potential investors of the Placing Shares should note that the Sponsor and/or the Lead Manager (for itself and on behalf of the Underwriters) shall have the absolute right to terminate the Underwriting Agreement by notice in writing to the Company with immediate effect if any of the events set forth in "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" in the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be Monday, 6 February 2017).

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 (i) the Capitalisation Issue; (ii) the Placing; and (iii) the exercise of the options which may be granted under the Share Option Scheme. Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM and the 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 necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Placing Price is expected to be fixed by the Price Determination Agreement to be entered into between the Lead Manager (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Wednesday, 1 February 2017 or such later date as the Lead Manager (for itself and on behalf of the Underwriters) and the Company may agree. The Placing Price will not be more than HK\$0.6 per Placing Share and is expected to be not less than HK\$0.4 per Placing Share. If, for any reason, the Lead Manager (for itself and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Placing Price on the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bodibra.com.

No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares. Share certificates for the Placing Shares will only become valid certificates of title of the Shares to which they relate when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on the Listing Date.

The announcement of the final Placing Price and the indication of level of interest in the Placing and the basis of the allocations of the Placing Shares will be announced on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bodibra.com on or before Friday, 3 February 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 6 February 2017. Shares will be traded in board lots of 5,000 Shares. The GEM stock code for the Shares is 8297.

By order of the Board
My Heart Bodibra Group Limited
Chan Lin So Alan
Chairman

Hong Kong, 25 January 2017

As at the date of this announcement, the executive Directors are Mr. Chan Lin So Alan and Mr. Yiu Koon Pong and the independent non-executive Directors are Mr. Wong Tin King Richard, Mr. Li Fu Yeung and Ms. Chow Ting Hei Haily Josephine.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the GEM website at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.bodibra.com.