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ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

OVERSEAS REGULATORY ANNOUNCEMENT

Please refer to the attached Form S-11MEF filed by Global Medical REIT, Inc., a subsidiary company of the Company whose shares are listed on the Over-The-Counter Board in the United States of America.

By Order of the Board
ZH International Holdings Limited
Zhang Jingguo
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 29 June 2016

As at the date of this announcement, the executive Directors are Mr. Zhang Jingguo, Mr. Zhang Guoqiang, Mr. Eric Jackson Chang; the non-executive Director is Ms. Huang Yanping and the independent non-executive Directors are Dr. Liu Qiao, Mr. Liu Da and Mr. Ma Yuntao.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-11

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

GLOBAL MEDICAL REIT INC.

(Exact name of registrant as specified in its governing documents)

4800 Montgomery Lane, Suite 450
Bethesda, MD 20814
(202) 524-6851

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David A. Young
Global Medical REIT Inc.
4800 Montgomery Lane, Suite 450
Bethesda, MD 20814
(202) 524-6851

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Daniel M. LeBey
Vinson & Elkins L.L.P.
7400 Beaufont Springs Drive, Suite 300
Richmond
(804) 327-6310
(804) 479-8286 (fax)

Wayne D. Boberg
Winston & Strawn LLP
35 W. Wacker Drive
Chicago, Illinois 60601
(312) 558-5600
(312) 558-5700 (fax)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-210566

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	4,535,000	\$10	\$45,350,000	\$4,566.75

- (1) Represents only the additional number of shares of common stock being registered and includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock.
- (2) Based upon the public offering price.
- (3) The registrant previously registered an aggregate of \$125,580,000 of common stock on its Registration Statement on Form S-11 (File No. 333-210566), for which filing fees of \$12,645.91 were paid.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of common stock of Global Medical REIT Inc., a Maryland corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-11 (Registration No. 333-210566), initially filed by Global Medical REIT Inc. with the Securities and Exchange Commission on April 1, 2016, as amended by Amendment No. 1 thereto filed on May 20, 2016, Amendment No. 2 thereto filed on June 10, 2016, Amendment No. 3 thereto filed on June 15, 2016, Amendment No. 4 thereto filed on June 16, 2016 and Amendment No. 5 thereto filed on June 17, 2016, and which was declared effective on June 28, 2016, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 36. Exhibits and Financial Statement Schedules

(a) Exhibits

Exhibit Number	Description
5.1*	Opinion of Venable LLP
8.1*	Opinion of Vinson & Elkins L.L.P. with respect to tax matters
23.1*	Consent of Venable LLP (included in Exhibit 5.1)
23.2*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 8.1)
23.3*	Consent of MaloneBailey, LLP
23.4*	Consent of Watkins Uiberall, PLLC
23.5*	Consent of CPWR, LLC
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-11 (File No. 333-210566) initially filed with the Commission on April 1, 2016 and incorporated by reference herein)

* Filed herewith

(b) Financial Statement Schedules

None.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that the registrant meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, Maryland, on this 28th day of June, 2016.

Global Medical REIT Inc.

By: /s/ David A. Young
Name: David A. Young
Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David A. Young</u> David A. Young	Director and Chief Executive Officer (Principal Executive Officer)	June 28, 2016
<u>*</u> Donald McClure	Chief Financial Officer (principal financial officer and principal accounting officer)	June 28, 2016
<u>*</u> Jeffrey Busch	Director	June 28, 2016
<u>*</u> Henry Cole	Director	June 28, 2016
<u>*</u> Matthew L. Cypher, Ph. D	Director	June 28, 2016
<u>*</u> Kurt R. Harrington	Director	June 28, 2016
<u>*</u> Zhang Jingguo	Director	June 28, 2016
<u>*</u> Ronald Marston	Director	June 28, 2016
<u>*</u> Dr. Roscoe Moore	Director	June 28, 2016
<u>*</u> Zhang Huiqi	Director	June 28, 2016

* By: /s/ David A. Young
David A. Young
Attorney-in-Fact

EXHIBIT INDEX

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* Filed herewith

June 28, 2016

Global Medical REIT Inc.
4800 Montgomery Lane
Suite 450
Bethesda, MD 20814

Re: Rule 462(b) Registration Statement Relating to
Registration Statement on Form S-11 (File No. 333-210566)

Ladies and Gentlemen:

We have served as Maryland counsel to Global Medical REIT Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of shares ("Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company, having an aggregate gross public offering price of up to \$25,116,000. The Shares are covered by the above-referenced Registration Statement and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company (the "Board"), or a duly authorized committee thereof, relating to, among other matters, the authorization of the sale, issuance and registration of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;

Global Medical REIT Inc.

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6. A certificate executed by an officer of the Company, dated as of the date hereof; and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of the restrictions on transfer and ownership contained in Article VII of the Charter.

6. The aggregate offering price of the Shares, together with the up to 10,465,000 shares of Common Stock registered by the Company under the Registration Statement on Form S-11 (File No. 333-210566), will not exceed \$150,000,000;

Global Medical REIT Inc.

June 28, 2016

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Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.
2. The issuance of the Shares has been duly authorized and, when issued and delivered by the Company in accordance with the Resolutions (and any other resolutions adopted by the Board or any duly authorized committee thereof with respect thereto) and the Registration Statement against payment of the consideration set forth therein, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

132834-401534

/s/ Venable LLP

June 28, 2016

Global Medical REIT Inc.
4800 Montgomery Lane
Suite 450
Bethesda, MD 20814

Re: Qualification as Real Estate Investment Trust

Ladies and Gentlemen:

We have acted as counsel to Global Medical REIT Inc., a Maryland corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-11 (File No. 333-210566) filed with the Securities and Exchange Commission on April 1, 2016, as amended through the date hereof, (the "Registration Statement"), with respect to the offer and sale (the "Offering"), of shares of common stock, par value \$0.001 per share, of the Company (the "Common Stock") and a Rule 462(b) registration statement on Form S-11 in connection therewith with respect to the registration of additional shares of Common Stock with an aggregate gross public offering price of up to \$25,116,000 (the "Rule 462(b) Registration Statement"). You have requested our opinion regarding certain U.S. federal income tax matters in connection with the Offering.

In connection with the opinions rendered in (a) and (b) below (together, the "Tax Opinion"), we have examined the following:

1. the Registration Statement and the prospectus (the "Prospectus") filed as part of the Registration Statement;
2. the Rule 462(b) Registration Statement;
3. the Company's Articles of Incorporation, filed with the Department of Assessments and Taxation of the State of Maryland and effective as of January 15, 2014, as amended on November 7, 2014 (the "Amended Articles"), in the form attached as an exhibit to the Registration Statement;
4. the Company's Bylaws (the "Bylaws"), in the form attached as an exhibit to the Registration Statement;
5. the Agreement of Limited Partnership of Global Medical REIT LP, a Delaware limited partnership (the "Operating Partnership Agreement"), in the form attached as an exhibit to the Registration Statement; and
6. such other documents as we have deemed necessary or appropriate for purposes of this opinion.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York
Palo Alto Richmond Riyadh San Francisco Tokyo Washington

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Washington, DC 20037-1701
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In connection with the opinions rendered below, we have assumed, with your consent, that:

1. each of the documents referred to above is authentic, if an original, or is accurate, if a copy; and has not been amended;
2. the Amended Articles, the Bylaws and the Operating Partnership Agreement will be executed, delivered, adopted, and filed, as applicable, in a form substantially similar to the forms filed as exhibits to the Registration Statement;
3. during its taxable year ending December 31, 2016, and future taxable years, the Company will operate in a manner that will make the factual representations contained in a certificate, dated the date hereof and executed by a duly appointed officer of the Company (the "Officer's Certificate"), true for such years;
4. the Company will not make any amendments to its organizational documents after the date of this opinion that would affect its qualification as a real estate investment trust (a "REIT") for any taxable year; and
5. no action will be taken by the Company after the date hereof that would have the effect of altering the facts upon which the opinions set forth below are based.

In connection with the opinions rendered below, we also have relied upon the correctness of the factual representations contained in the Officer's Certificate. No facts have come to our attention that would cause us to question the accuracy and completeness of such factual representations. Furthermore, where such factual representations involve terms defined in the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations thereunder (the "Regulations"), published rulings of the Internal Revenue Service (the "Service"), or other relevant authority, we have reviewed, with the individuals making such representations the relevant provisions of the Code, the applicable Regulations and published administrative interpretations thereof.

Based solely on the documents and assumptions set forth above, the representations set forth in the Officer's Certificate and the discussion in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations" (which is incorporated herein by reference), we are of the opinion that:

- (a) commencing with its taxable year ending December 31, 2016, the Company has been organized in conformity with the requirements for qualification and taxation as a REIT pursuant to sections 856 through 860 of the Code, and the Company's current and proposed method of operation will enable it to satisfy the requirements for qualification and taxation as a REIT under the Code for its taxable year ending December 31, 2016 and thereafter; and
- (b) the descriptions of the law and the legal conclusions in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations" are correct in all material respects.

We will not review on a continuing basis the Company's compliance with the documents or assumptions set forth above, or the factual representations set forth in the Officer's Certificate. Accordingly, no assurance can be given that the actual results of the Company's operations for any given taxable year will satisfy the requirements for qualification and taxation as a REIT. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of all of the facts referred to in this letter or the Officer's Certificate.

The foregoing Tax Opinion is based on current provisions of the Code, the Regulations, published administrative interpretations thereof, and published court decisions. The Service has not issued Regulations or administrative interpretations with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the law will not change in a way that will prevent the Company from qualifying as a REIT.

The foregoing Tax Opinion is limited to the U.S. federal income tax matters addressed herein, and no other opinions are rendered with respect to other U.S. federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. We undertake no obligation to update the Tax Opinion expressed herein after the date of this letter. This opinion letter speaks only as of the date hereof. Except as provided in the next paragraph, this opinion letter may not be distributed, quoted in whole or in part or otherwise reproduced in any document, or filed with any governmental agency without our express written consent.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the use of our name under the captions “Material U.S. Federal Income Tax Considerations” and “Legal Matters” in the Prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required by Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder by the Securities and Exchange Commission

Very truly yours,

/s/ Vinson & Elkins LLP

Vinson & Elkins LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the inclusion in this Registration Statement filed pursuant to Rule 462(b) of our report included in the Registration Statement on Form S-11 (No. 333-210566) dated March 21, 2016, except for Note 11 which is dated March 31, 2016, with respect to the audited consolidated financial statements of Global Medical REIT Inc. for the year ended December 31, 2015 and for the period from September 1, 2014 through December 31, 2014; and our report dated May 19, 2016 with respect to the audited financial statements of Global Medical REIT Inc. for the year ended August 31, 2014.

We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
June 28, 2016

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the inclusion in this Registration Statement filed pursuant to Rule 462(b) of our report included in the Registration Statement on Form S-11 (No. 333-210566) dated May 16, 2016, with respect to the audited consolidated financial statements of Gastroenterology Center of the Mid-South, P.C. and Subsidiary, d/b/a Gastro One, for the years ended December 31, 2015 and December 31, 2014.

We also consent to the references to us under the heading “Experts” in such Registration Statement.

/s/ Watkins Uiberall, PLLC

www.wucpas.com
Memphis, Tennessee

June 28, 2016

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the inclusion in this Registration Statement filed pursuant to Rule 462(b) of our report included in the Registration Statement on Form S-11 (No. 333-210566) dated May 31, 2016, with respect to the audited financial statements of Star Medical Center, LLC, for the years ended December 31, 2015 and 2014.

We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ CPWR, LLP

Addison, Texas
June 28, 2016
