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CHINA HEALTH GROUP INC.

中國醫療集團有限公司

（Carrying on business in Hong Kong as “萬全醫療集團”）
(*Incorporated in the Cayman Islands with limited liability*)
(Stock Code: 08225)

（1）CONTINUING CONNECTED TRANSACTIONS:NEW FRAMEWORK SERVICE AGREEMENT;AND

（2）APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Independent financial adviser to the Independent Board Committee and to the Independent Shareholders

New Framework Service Agreement

Reference is made to the announcement issued by China Health Group Inc. on May 11, 2022 in relation to the 2022 Service Agreement, pursuant to which the Company agreed to provide post-marketing clinical research, medical research and medical market services to the Excluded Group.

On December 10, 2025 (after trading hours), the Company entered into the New Framework Service Agreement with Mr. Guo Xia, to renew the term of the 2022 Service Agreement and set the Annual Caps for the years ending December 31, 2025, December 31, 2026, and December 31, 2027.

The main terms of the New Framework Service Agreement are as follows:

Date	December 10, 2025
Contracting Party	The Company and Mr. Guo Xia
Validity Period	From the date of the Independent Shareholders' approval of the New Framework Service Agreement to 31 December 2027
Subject Matter	The Company will provide post-marketing clinical research, medical research and medical market services to the Excluded Group through the Service Provider
Pricing Benchmark	The prices provided by the Company to the Excluded Group for the provision of post-marketing clinical research, medical research and medical market services are determined after taking into account related costs and prices provided to independent third party customers. The Company's internal research department will base the pricing of products on cost, based on which the Company will determine the final price for services to the Excluded Group by comparing quotations or prices provided by the Company to at least two independent third party clients. Prices and terms of services will be agreed between the Company and the Excluded Group after arm's length negotiations on normal business terms and in any event the prices applicable to the Company for services provided to related parties will be the same as those for the same services provided to independent third parties or no less than the pricing for the same services provided to independent third parties.
Annual Cap	Fiscal year 2025: RMB26,400,000 Fiscal year 2026: RMB50,000,000 Fiscal year 2027: RMB93,500,000
Historical transaction amounts	Fiscal year 2022: RMB3,472,000

under the 2022 Service Agreement	Fiscal year 2023: RMB6,117,000 Fiscal year 2024: RMB8,101,000

Basis for Determining Annual Caps

The annual caps for FY2025, FY2026 and FY2027 take into account the following factors:
(i) Historical data on the actual transaction amounts of services rendered by the Company to connected parties under the relevant service agreements, with the actual connected transaction revenues for 2023 and 2024 amounting to RMB6,117,000 and RMB8,101,000 respectively, reflecting a steady growth trend;
(ii) In light of the recovery momentum of the industry economy, the Company has prudently adjusted and revised the expected service demand and sales forecasts for connected parties as a matter of prudence;
(iii) The overall business scale of the Company has expanded driven by the revenue growth from independent customers, which has concomitantly enhanced its capacity to provide connected services;
(iv) The existing connected parties have launched additional new pharmaceutical products, which is expected to increase the transaction volume;
(v) The anticipated annual growth rate of 20% in clinical research investment following the launch of new pharmaceutical products;
(vi) To avoid establishing dependency, the contracting parties have agreed that the annual caps for continuing connected transactions in the financial years 2025, 2026 and 2027 shall not exceed 39% of the Company's total revenue for each respective financial year.

Conditions

The New Framework Services Agreement is subject to the Independent Shareholders' approval of the New Framework Services Agreement and the transactions contemplated thereunder and the Annual Caps.

Information about the parties

As at the date of this announcement, Mr. Guo Xia directly and indirectly owns 723,568,578 Shares, representing 72.69% of the issued share capital of the Company and serves as an executive Director of the Company. The Excluded Group controlled by Mr. Guo Xia includes but are not limited to Wante Pharmaceutical (Hainan) Co., Ltd., Wanquan Wante Pharmaceutical (Xiamen) Co., Ltd. and Wanquan Wante Pharmaceutical Jiangsu Co., Ltd.

Details of the Excluded Groups are set out below:

Company	The relationship	Main business	Main products

	between Mr. Guo Xia and the company		
Wante Pharmaceutical (Hainan) Co., Ltd.	Chairman	Pharmaceutical production and sales	Yue ting,Qu you,Le fu ting,Ka di xi,Ka qu,Wan quan li tai,Xi en sha,Bai wei le,Yi fu qing,Yi fu ting,Bai xin ha,Bai wei ha,Bai wei qing， Xixin'a
Wanquan Wante Pharmaceutical (Xiamen) Co., Ltd.	Chairman	Pharmaceutical production and sales	Mai ke xin, Mai ke wei,Bai min,Ka li ning,Suo jia si tan pian
Wanquan Wante Pharmaceutical Jiangsu Co., Ltd.	Chairman	Pharmaceutical production and sales	Xi en ka, Yi fu ping, Xi en mei, Bai dou

Reasons for and benefits of entering into the New Framework Services Agreement

The Company is principally engaged in the provision of comprehensive medical services, including clinical research services, post-market clinical research services, medical research services, medical marketing services, and hospital management services.

As the Excluded Group's business grows, the Excluded Group's demand for post-market clinical research, medical research and medical market services provided by the Company will increase, thereby contributing to the Company's sales and profitability. As the relevant continuing connected transactions are expected to continue, the Company has entered into the New Framework Service Agreement. The services provided by the Service Provider are necessary for the Excluded Group. The cooperation between the Company and the Excluded Group will help the Company to further expand its wide recognition in this field and improve its operation in terms of professional skills, which will provide stability in the Company's revenue, so the Company and Mr. Guo Xia have entered into the New Framework Service Agreement with determined after arm's length negotiations. The Directors (excluding independent non-executive Directors) consider that the New Framework Service Agreement were entered into in the ordinary and usual course of business of the Company, are in the interests of the Company and the Shareholders as a whole and that the terms of the New Framework Service Agreement are fair and reasonable and are on normal commercial terms.

Internal monitoring

To ensure that the terms of the New Framework Service Agreement are entered into on normal commercial terms, are fair and reasonable to the Company and the Shareholders, and are no better

than the terms provided by the Company to independent third parties, the Company has formulated the following internal control policies and adopted the following internal control measures:

(i) the finance department of the Company will closely monitor the transactions under the New Framework Service Agreement to ensure that the transaction amount does not exceed the annual cap of the New Framework Service Agreement;

(ii) The Company's internal research and development department is required to price products on a cost basis, whereby the Company determines the final price for the sale of services to the Excluded Group by comparing quotations or pricing provided by the Company with at least two independent third-party customers;

(iii) The finance department of the Company will conduct random checks on a monthly basis to review and assess whether the transactions contemplated under the New Framework Services Agreement are conducted on normal commercial terms, comply with the terms set out in the New Framework Services Agreement and whether the relevant contractual terms are in compliance with the Company and the interests of shareholders as a whole.In particular, the finance department will check that the pricing procedures set out in paragraph (ii) above are properly followed;

(iv) The Company's external auditors will conduct an annual review of the transactions entered into under the New Framework Services Agreement to ensure that the transaction amount is within the annual cap and that the transactions are in compliance with the terms set out in the New Framework Services Agreement; and

(v) The independent non-executive Directors of the Company will conduct an annual review of the status of the transactions contemplated under the New Framework Services Agreement to ensure that the Company has complied with its internal approval procedures and the relevant requirements under the Listing Rules.

In view of the above pricing policy and internal control measures, the Directors consider that appropriate measures have been taken to ensure that the transactions contemplated under the New Framework Services Agreement will be conducted on normal commercial terms and will not prejudice the interests of the Company and its minority shareholders.

Implications of the GEM Listing Rules

Mr. Guo Xia, one of the controlling shareholders of the Company, directly and indirectly holds approximately 72.69% of the issued share capital of the Company. Accordingly, Mr. Guo Xia is a connected person of the Company under Chapter 20 of the GEM Listing Rules.

Therefore, the New Framework Service Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company.

As the applicable percentage ratios (as defined in the GEM Listing Rules) in relation to the Annual Caps are expected to be higher than 5%, the New Framework Services Agreement and the Annual Caps are subject to reporting, announcements, Independent Shareholder approval and annual review requirements under Chapter 20 of the GEM Listing Rules. Mr. Guo Xia and his associates will abstain from voting on the resolution(s) approving the New Framework Services Agreement, the continuing connected transaction and the proposed Annual Caps at the EGM. To the best knowledge, information and belief of the Directors, as at the date of this announcement, no Shareholder (excluding Mr. GUO Xia and his associates) is required to abstain from voting on the resolution(s) approving the New Framework Services Agreement and the proposed Annual Caps at the EGM.

The Company has appointed an independent board committee comprising all independent non-executive directors to determine, among other things, whether the terms of the new framework service agreement and the annual caps are fair and reasonable, conducted in the ordinary and usual course of business of the interests of the company and shareholders as a whole, and how to advise independent shareholders on voting on the resolutions relating to the new framework service agreement and annual caps.

Appointment of the Independent Financial Adviser

The Board also wishes to announce that Rainbow Capital (HK) Limited has been appointed as an independent financial adviser to advise the Independent Board Committee and Independent Shareholders on the New Framework Service Agreement and the Annual Caps. Rainbow Capital (HK) Limited is a licensed corporation 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).

Paraphrase

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings as defined below:

"2022 Service Agreement"	The agreement dated May 11, 2022 entered into between the Company and Mr. Guo Xia
"Annual Caps"	The proposed annual caps for the transactions contemplated under the New Framework Services Agreement for the three years ending December 31, 2027
"Associates"	Has the meaning ascribed to it by the GEM Listing Rules
"Board"	The board of Directors
"Company"	CHINA HEALTH GROUP INC. , the Shares of

	which are listed on the GEM of the Stock Exchange, stock code: 8225
"Connected person"	Has the meaning ascribed to it by the GEM Listing Rules
"Controlling shareholder"	Has the meaning ascribed to it by the GEM Listing Rules
"Director"	Director of the company
"EGM"	An extraordinary general meeting of the Company to be convened to consider and approve the New Framework Services Agreement and Annual Caps
"Excluded Group"	The companies controlled by Mr. Guo Xia, Including but are not limited to Wante Pharmaceutical (Hainan)Co.,Ltd.,Wanquan Wante Pharmaceutical (Xiamen)Co.,Ltd., and Wanquan Wante Pharmaceutical Jiangsu Co., Ltd.
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	The Rules Governing the Listing of Securities on GEM
"Group"	The Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	The independent committee of the Board comprising all the independent non-executive Directors
"Independent Financial Adviser"	Rainbow Capital (HK) Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, was appointed to advise the Independent Board Committee and Independent Shareholders in respect of the terms of the New Framework Services Agreement and the Annual Caps

“Independent Shareholder”	Shareholders other than Mr. Guo Xia and his associates
“New Framework Service Agreement”	The new framework service agreement entered into between the Company and Mr. Guo Xia on December 10, 2025, pursuant to which the Company agreed to provide the Services to the Excluded Group
“PRC”	The People's Republic of China, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Regions and Taiwan
“RMB”	China's legal currency Renminbi
“Service”	Services include post-marketing clinical research services, medical research services, and medical market services
“Service provider”	Entities for which the Company provides the Services
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shares”	Ordinary shares of HK$0.1 each in the issued and unissued share capital of the Company
“Shareholder”	Holder of the Shares

By order of the Board
China Health Group Inc.
GUO Xia
Chairman

Hong Kong, December 10,2025

As at the date hereof, the Board comprises two executive Directors, being Mr. GUO Xia, Mr. Raymond Guo; one non-executive Director, being Dr. ZHANG Li; and four independent non-executive Directors, being Mr. WU Shuangsi, Dr. NI Binhui, Dr. GUO Tong and Ms. LIU Na .

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 will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company's website at http://www.chgi.net.