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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)**

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The board of directors (the "Board") of China Health Group Inc. (the "Company") announces that it proposes to make amendments to the Company's existing articles of association and to adopt an amended and restated complete set of articles of association (the "Restated Articles"). The proposed amendments are purely to comply with mandatory regulatory updates and do not change the substantive rights and obligations of shareholders in respect of voting, dividends, share transfer, or the core rights of directors.

1. PRINCIPAL SCOPE OF AMENDMENTS (PURELY REGULATORY COMPLIANCE)

The amendments cover the following areas:

Update of legislative references: Replace outdated references to the Cayman Islands Companies Act and the Electronic Transactions Law with provisions corresponding to the current Cayman Islands Companies Act (as amended);

General meeting rules: Refine provisions relating to notice of general meetings, closure of register of members, and voting procedures, to fully align with the mandatory requirements set out in Appendix III to the GEM Listing Rules;

Electronic delivery and meetings: Improve definitions and operational rules for electronic delivery of documents, online meetings and written notices, to comply with the latest regulatory requirements on document transmission;

Share scheme provisions: Supplement supporting provisions relating to share schemes and share options to match the requirements of Chapter 23 of the GEM Listing Rules on share incentive schemes;

Governance provisions: Fine-tune the governance provisions for the Board, the Remuneration Committee and the Audit Committee to reflect updates in the Corporate Governance Code;

Textual and definitional refinements: Streamline definitions, remove obsolete provisions, and improve the overall logic of the Articles, without prejudice to any statutory rights of shareholders.

2. APPROVAL PROCEDURE

Under the Cayman Islands Companies Act and the Company's existing Articles of Association, any amendment to the Articles requires the passing of a special resolution at a general meeting (i.e., with the affirmative vote of not less than 75% of the voting rights of shareholders present and entitled to vote).

The Board will table a special resolution at the annual general meeting of the Company to be held on 17 July 2026 for shareholders to consider and approve the proposed amendments and the adoption of the Restated Articles.

3. POST-EFFECTIVENESS FILING ARRANGEMENTS

If the special resolution is passed at the AGM:

The Company will, within a reasonable time after the AGM, file the special resolution and the signed Restated Articles with the Registrar of Companies in the Cayman Islands through its registered agent there, to complete the statutory filing formalities;

The complete amended Articles of Association will be uploaded to the "Constitutional Documents" section of the HKEXnews website for public inspection;

Thereafter, all external documents and shareholder matters of the Company will be governed by the Restated Articles.

4. BOARD'S OPINION

The Board (including all independent non-executive directors) has considered the compliance legal opinions issued by external Cayman Islands and Hong Kong legal advisers, and confirms that the proposed amendments are solely to comply with mandatory regulatory updates and will not prejudice the legitimate rights and interests of any shareholder. The Board is of the view that the adoption of the Restated Articles

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

will help the Company maintain its listing compliance on an ongoing basis and is in the interests of the Company and its shareholders as a whole. The Board unanimously recommends that all shareholders vote IN FAVOUR of the special resolution at the AGM.

5. INSPECTION OF DOCUMENTS

A full comparison table of the existing Articles and the Restated Articles, together with the compliance legal opinions issued by the Cayman Islands and Hong Kong legal advisers, will be set out in the appendix to the AGM circular;

The complete draft of the Restated Articles will be available for inspection by shareholders during normal business hours at the Company's principal place of business in Hong Kong from the date of this announcement up to and including the date of the AGM. Printed copies will also be available at the AGM.

6. DESPATCH OF CIRCULAR

A circular containing the detailed comparison of the proposed amendments, the legal opinions, and all resolutions to be proposed at the AGM will be uploaded to the HKEXnews website simultaneously with this announcement and will be despatched to all registered shareholders by the Company's share registrar.

By Order of the Board

**China Health Group Inc.**
**GUO Xia**
*Chairman*

Hong Kong,24 June 2026

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

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