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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 ADOPTION OF NEW SHARE OPTION SCHEME

The board of directors (the “Board”) of China Health Group Inc. (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce that it proposes to adopt a new share option scheme (the “New Scheme”) for consideration and approval by the shareholders at the forthcoming annual general meeting (the “AGM”).

1. BACKGROUND

The Company’s two existing share option schemes (the pre-IPO scheme and the post-IPO scheme) have expired, and no further options can be granted thereunder. All previously granted options that remained unexercised have been fully exercised or lapsed.

In order to continue to attract, retain and incentivise eligible participants who contribute to the business development of the Group, and to improve the long-term equity incentive mechanism, the Board proposes to adopt the New Scheme, and will table an ordinary resolution for shareholders’ approval at the AGM to be held on 17 July 2026.

2. SUMMARY OF PRINCIPAL TERMS OF THE NEW SCHEME

The principal terms of the New Scheme are summarised as follows:

Scheme Period: 10 years from the date of approval by shareholders and listing of the relevant new shares by the Stock Exchange.

Eligible Participants: Directors, full-time or part-time employees, consultants, contractors, relevant discretionary trusts and beneficial holding companies of the Group.

Maximum Number of Shares:

Overall scheme limit: The total number of shares that may be issued upon exercise of all outstanding options shall not exceed 30% of the Company's issued share capital from time to time.

Grant limit (scheme mandate): The maximum number of shares that may be issued under the New Scheme, together with all other share schemes of the Company, shall not exceed 10% of the issued share capital as at the date of approval of the New Scheme (lapsed or exercised options will not be counted towards the limit).

Individual participant limit: The shares issuable upon exercise of options granted to any one participant within any 12-month period shall not exceed 1% of the issued share capital of the Company at the time of grant. Any excess requires separate shareholders' approval.

Exercise Price: Shall not be less than the highest of:

- (1) the closing price of the Company's shares on the Stock Exchange on the date of grant;
- (2) the average closing price for the five business days immediately preceding the date of grant; and
- (3) the par value of the shares of HK\$0.10.

Vesting Period: Options must be held for at least 12 months from the date of grant before they can be exercised (except in cases of death, general offer, voluntary winding-up, or other special circumstances), in compliance with the mandatory requirement under GEM Rule 23.04.

Acceptance Consideration: A nominal consideration of HK\$1 shall be payable by the grantee upon acceptance of the option, to be paid within 21 days.

Personal Nature: Options are non-transferable, non-chargeable and non-salable, and may only be exercised by the grantee personally.

Exercise Period: All options must be exercised within 10 years from the date of grant, failing which they will lapse automatically.

Grant to Connected Persons: If options are granted to a substantial shareholder, independent non-executive director or any of their associates, and the shares issuable upon exercise of such options exceed 0.1% of the issued share capital or have an aggregate market value of more than HK\$5 million within any 12-month

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>.

period, separate shareholders' approval is required, and connected persons must abstain from voting.

3. CONDITIONS PRECEDENT FOR EFFECTIVENESS

The New Scheme will become effective only upon the satisfaction of both of the following conditions:

The shareholders pass an ordinary resolution at the AGM on 17 July 2026 approving the adoption of the New Scheme; and

The Listing Committee of the Stock Exchange approves the listing of, and permission to deal in, the new shares to be issued upon exercise of the options under the New Scheme.

4. BOARD'S RECOMMENDATION

The Board (including all independent non-executive directors) is of the view that the adoption of the New Scheme will help align the interests of key personnel with the long-term interests of the Company, enhance team stability, and is in the interests of the Company and its shareholders as a whole. The Board recommends that shareholders vote IN FAVOUR of the resolution at the AGM.

5. INSPECTION OF DOCUMENTS

The document containing the full terms of the New Scheme (marked "A") 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. A complete copy of the document will also be made available at the AGM.

6. CIRCULAR ARRANGEMENTS

A circular containing the detailed terms of the New Scheme, the Board's recommendation and all resolutions to be proposed at the AGM will be uploaded onto the HKEXnews website together with this announcement, and will be despatched to all registered shareholders by the Company's share registrar, Tricor Tengis Limited.

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By Order of the Board

China Health Group Inc.

GUO Xia

Chairman

Hong Kong, 24 June 2026

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