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Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 June 2022 (the “**Prospectus**”) issued by Sinohealth Holdings Limited (中康控股有限公司) (the “**Company**”).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or any applicable state securities laws in the United States, and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any state securities laws of the United States. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. There will be no public offering of the securities of the Company in the United States.

In connection with the Global Offering, BNP Paribas Securities (Asia) Limited, as stabilizing manager (the “**Stabilizing Manager**”), or its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Any market purchases of the Shares will be effected in compliance with all applicable laws and regulatory requirements. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that no stabilizing action can be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on 4 August 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Tuesday, 12 July 2022).

# Sinohealth Holdings Limited 中康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	75,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	7,500,000 Shares (subject to reallocation)
Number of International Offer Shares	:	67,500,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price (subject to a Downward Offer Price Adjustment)	:	Not more than HK\$6.96 per Offer Share and expected to be not less than HK\$5.36 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund) (If the Offer Price is set at 10% below the bottom end of the indicative Offer Price Range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$4.83 per Offer Share)
Nominal value	:	US\$0.01 per Share
Stock code	:	2361

### *Sole Sponsor and Sole Representative*



### *Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*



### *Joint Bookrunners and Joint Lead Managers*



### *Joint Lead Managers*



## **IMPORTANT NOTICE TO INVESTORS:**

### **FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**The Prospectus is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and the website of the Company at [ir.sinohealth.cn](http://ir.sinohealth.cn). If you require a printed copy of the Prospectus, you may download and print from the website addresses above.**

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **eWhite Form** service at [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk); or
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

**If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of the Hong Kong Share Registrar, **Boardroom Share Registrars (HK) Limited**, at +852 2153 1688 on the following dates:**

**Tuesday, 28 June 2022 — 9:00 a.m. to 9:00 p.m.**  
**Wednesday, 29 June 2022 — 9:00 a.m. to 6:00 p.m.**  
**Thursday, 30 June 2022 — 9:00 a.m. to 6:00 p.m.**  
**Monday, 4 July 2022 — 9:00 a.m. to 6:00 p.m.**  
**Tuesday, 5 July 2022 — 9:00 a.m. to 12:00 noon**

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” of the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **eWhite Form** service or the **CCASS EIPO** service must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table below. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
500	3,515.07	5,000	35,150.73	75,000	527,260.97	1,000,000	7,030,146.36
1,000	7,030.15	7,500	52,726.10	100,000	703,014.63	1,250,000	8,787,682.95
1,500	10,545.22	10,000	70,301.46	125,000	878,768.30	1,500,000	10,545,219.54
2,000	14,060.30	12,500	87,876.83	150,000	1,054,521.96	2,000,000	14,060,292.72
2,500	17,575.37	15,000	105,452.20	200,000	1,406,029.27	2,500,000	17,575,365.90
3,000	21,090.43	20,000	140,602.93	250,000	1,757,536.59	3,000,000	21,090,439.08
3,500	24,605.52	25,000	175,753.66	375,000	2,636,304.89	3,750,000 <sup>(1)</sup>	26,363,048.85
4,000	28,120.58	37,500	263,630.49	500,000	3,515,073.18		
4,500	31,635.67	50,000	351,507.32	750,000	5,272,609.77		

<sup>(1)</sup> *Maximum number of Hong Kong Offer Shares you may apply for.*

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## THE LISTING APPLICATION

We have applied to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option and Shares which may be issued pursuant to any exercise of any options granted or which may be granted under the Share Option Scheme). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Tuesday, 12 July 2022, it is expected that the dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 12 July 2022. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [ir.sinohealth.cn](http://ir.sinohealth.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

## STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 7,500,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Global Offering; and
- the International Offering of initially 67,500,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as stated in the paragraph headed "Structure and Conditions of the Global Offering — The Hong Kong Public Offering — Reallocation" in the Prospectus.

In particular, Offer Shares may be reallocated from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to the clawback mechanism as described in Practice Note 18 of the Listing Rules, (i) the maximum total number of Offer Shares available under the Hong Kong Public Offering shall not be more than double the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering (i.e. 15,000,000 Offer Shares); and (ii) the final Offer Price shall be fixed at the low end of the indicative Offer Price range (i.e. HK\$5.36 per Offer Share) stated in the Prospectus or (if a Downward Offer Price Adjustment is made) the final Offer Price after making a Downward Offer Price Adjustment.

In connection with the Global Offering and pursuant to the International Underwriting Agreement, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Stabilizing Manager (on behalf of the International Underwriters) at any time from the Listing Date until 4 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 11,250,000 additional Offer Shares, representing not more than 15% of the total number of the Offer Shares initially available under the Global Offering, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [ir.sinohealth.cn](http://ir.sinohealth.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

## PRICING

The Offer Price will not be more than HK\$6.96 per Offer Share and is expected to be not less than HK\$5.36 per Offer Share (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range through making a Downward Offer Price Adjustment as set out in the Prospectus). If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$4.83 per Offer Share. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$6.96 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than the maximum Offer Price of HK\$6.96 per Offer Share.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below the bottom end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than 11 July 2022 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [ir.sinohealth.cn](http://ir.sinohealth.cn).

## EXPECTED TIMETABLE

Hong Kong Public Offering commences . . . . . 9:00 a.m. on  
Tuesday, 28 June 2022

Latest time to complete electronic applications  
under the **eWhite Form** service through the designated  
website [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk) . . . . . 11:30 a.m. on  
Tuesday, 5 July 2022

Application lists of the Hong Kong Public Offering open . . . . . 11:45 a.m. on  
Tuesday, 5 July 2022

Latest time to complete payment of  
**eWhite Form** applications by effecting  
PPS payment transfer(s) . . . . . 12:00 noon on  
Tuesday, 5 July 2022

Latest time to give **electronic application**  
**instructions** to HKSCC. . . . . 12:00 noon on  
Tuesday, 5 July 2022

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists of the Hong Kong Public Offering close . . . . . 12:00 noon on  
Tuesday, 5 July 2022

Expected Price Determination Date. . . . . Tuesday, 5 July 2022

Where applicable, announcement of the Offer Price  
being set below the bottom end of the indicative Offer Price  
range after making a Downward Offer Price Adjustment  
(see section headed “Structure and Conditions of the  
Global Offering — Pricing and Allocation”)  
on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk)  
and the Company’s website at [ir.sinohealth.cn](http://ir.sinohealth.cn) on or before . . . . . Monday, 11 July 2022

Irrespective of whether a Downward Offer Price Adjustment is made, announcement of:

- the Offer Price
- the level of indications of interest in the International Offering
- the level of applications under the Hong Kong Public Offering and
- the basis of allocations of the Hong Kong Offer Shares

to be published on the website of the Stock Exchange  
at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of  
the Company at [ir.sinohealth.cn](http://ir.sinohealth.cn) on or before . . . . . Monday, 11 July 2022

Results of allocations in the Hong Kong  
Public Offering (with successful applicants’ identification  
document numbers where applicable) available through  
a variety of channels as described in the section headed  
“How to Apply for Hong Kong Offer Shares —  
Publications of Results” in the Prospectus from. . . . . Monday, 11 July 2022

Despatch/collection of Share certificates  
or deposit of Share certificates into CCASS  
in respect of wholly or partially successful  
applications on or before ..... Monday, 11 July 2022

**e-Refund** payment instructions/refund cheques  
in respect of wholly and partially successful  
applications (if applicable) or wholly or partially  
unsuccessful applications to be despatched/collected  
on or before ..... Monday, 11 July 2022

Dealings in the Shares on the Stock Exchange  
expected to commence at ..... 9:00 a.m. on  
Tuesday, 12 July 2022

*The application for Hong Kong Offer Shares will commence on Tuesday, 28 June 2022 through Tuesday, 5 July 2022, being slightly longer than the normal market practice of four days. The application monies (including brokerage, SFC transaction levy, FRC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Monday, 11 July 2022. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Tuesday, 12 July 2022.*

*Note:* All dates and times refer to Hong Kong local dates and times, except as otherwise stated.

## SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and 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 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 settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## ELECTRONIC APPLICATION CHANNELS

### eWhite Form service

You may submit your application to the **eWhite Form** service through the designated website at [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, 28 June 2022 until 11:30 a.m. on Tuesday, 5 July 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 5 July 2022, the last day for applications, or such later time in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.



## CCASS EIPO service<sup>(1)</sup>

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Tuesday, 28 June 2022 — 9:00 a.m. to 8:30 p.m.**  
**Wednesday, 29 June 2022 — 8:00 a.m. to 8:30 p.m.**  
**Thursday, 30 June 2022 — 8:00 a.m. to 8:30 p.m.**  
**Monday, 4 July 2022 — 8:00 a.m. to 8:30 p.m.**  
**Tuesday, 5 July 2022 — 8:00 a.m. to 12:00 noon**

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 28 June 2022 until 12:00 noon on Tuesday, 5 July 2022 (24 hours daily, except on Tuesday, 5 July 2022, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 5 July 2022, the last day for applications or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

*Note:*

(1) These times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without any interest on or around Monday, 11 July 2022.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

**Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the GREEN Application Form and on the designated website at [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk) for the eWhite Form.**

## **PUBLICATION OF RESULTS**

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Monday, 11 July 2022 on the website of the Company at [ir.sinohealth.cn](http://ir.sinohealth.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels from Monday, 11 July 2022 in the manner described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$6.96 per Offer Share (excluding brokerage, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the paragraph headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, FRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest.

No temporary document of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, 12 July 2022 (Hong Kong time), provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Tuesday, 12 July 2022 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 12 July 2022 (Hong Kong time). The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 2361.

This announcement is available for viewing on the website of the Company at [ir.sinohealth.cn](http://ir.sinohealth.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

By order of the Board  
**Sinohealth Holdings Limited**  
**Wu Yushu**  
*Chairman*

Hong Kong, 28 June 2022

*As at the date of this announcement, the executive Directors are Mr. Wu Yushu and Ms. Wang Lifang, the non-executive Director is Mr. Fu Haitao, and the independent non-executive Directors are Ms. Wang Danzhou, Ms. Du Yilin and Mr. Wei Bin.*