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*Unless otherwise defined herein, capitalised 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 made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).*

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## **Sinohealth Holdings Limited**

**中康控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2361)**

### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

#### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the International Underwriters) on 4 August 2022, in respect of an aggregate of 1,770,000 Shares (the “Over-allotment Shares”), representing 2.36% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The Over-allotment Shares will be allotted and issued by the Company at HK\$5.36 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return of part of the 11,250,000 Shares borrowed by the Stabilizing Manager from Wellmark BVI under the Stock Borrowing Agreement which were used to cover the over-allocations of Shares in the International Offering.

## **STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

The Company further announces that the stabilization period in connection with the Global Offering ended on 4 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. The stabilizing actions undertaken by the Stabilizing Manager, its affiliates or any person acting for it during the stabilization period are set out in this announcement.

## **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the International Underwriters) on 4 August 2022, in respect of an aggregate of 1,770,000 Shares, representing 2.36% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The Over-allotment Shares will be allotted and issued by the Company at HK\$5.36 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return of part of the 11,250,000 Shares borrowed by the Stabilizing Manager from Wellmark BVI under the Stock Borrowing Agreement which were used to cover the over-allocations of Shares in the International Offering.

## **APPROVAL OF LISTING**

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 9 August 2022.

## SHAREHOLDING STRUCTURE OF THE COMPANY UPON THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares pursuant to the Over-allotment Option is as follows:

Shareholders	Immediately before the completion of the partial exercise of the Over-allotment Option		Immediately after the completion of the partial exercise of the Over-allotment Option	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Wellmark BVI <sup>(1)</sup>	181,237,500 <sup>(2)</sup>	40.28%	181,237,500	40.12%
WLF BVI <sup>(1)</sup>	20,250,000	4.50%	20,250,000	4.48%
Rikan LLP <sup>(1)</sup>	67,500,000	15.00%	67,500,000	14.94%
Montesy Capital BVI <sup>(3)</sup>	68,512,500	15.23%	68,512,500	15.17%
Shanghai Tianyi BVI <sup>(4) (6)</sup>	29,117,625	6.47%	29,117,625	6.45%
Zhongwei Tengyun BVI <sup>(4) (6)</sup>	6,617,625	1.47%	6,617,625	1.46%
Hansson BVI <sup>(5) (6)</sup>	1,764,750	0.39%	1,764,750	0.39%
Cornerstone Investors				
– Baheal Wellness Limited	5,541,000	1.23%	5,541,000	1.23%
– Lun's Family	2,898,500	0.64%	2,898,500	0.64%
– Kangshi No.1 LP	7,213,000	1.60%	7,213,000	1.60%
– Mr. Zheng	8,743,500	1.94%	8,743,500	1.94%
Other public shareholders	50,604,000	11.25%	52,374,000	11.59%
<b>Total</b>	<b>450,000,000</b>	<b>100%</b>	<b>451,770,000</b>	<b>100%</b>

### Notes:

- (1) Mr. Wu and Ms. Wang are the spouse of each other, and are deemed to be interested in the Shares beneficially owned by each other by virtue of the SFO. Wellmark BVI is wholly owned by Mr. Wu. By virtue of the SFO, Mr. Wu is deemed to be interested in 181,237,500 Shares held by Wellmark BVI. WLF BVI is wholly owned by Ms. Wang. By virtue of the SFO, Ms. Wang is deemed to be interested in 20,250,000 Shares held by WLF BVI. Wellmark BVI is the general partner of Rikan LLP and Ms. Wang, through WLF BVI, holds approximately 62.8866% interests in Rikan LLP, and, by virtue of the SFO, both Mr. Wu and Ms. Wang are deemed to be interested in 67,500,000 Shares held by Rikan LLP.
- (2) Inclusive of the 11,250,000 Shares lent to the Stabilizing Manager under the Stock Borrowing Agreement.
- (3) Montesy Capital BVI is owned by Mr. Li Hanxiong and Ms. Wu Meirong as to 70% and 30%, respectively. Mr. Li Hanxiong and Ms. Wu Meirong are the spouse of each other, and are deemed to be interested in any Shares in which one another is interested by virtue of the SFO. Therefore, both Li Hanxiong and Ms. Wu Meirong are deemed to be interested in the Shares held by Montesy Capital BVI.

- (4) Shanghai Tianyi BVI and Zhongwei Tengyun BVI are controlled by Shanghai Tianyi as explained below. By virtue of the SFO, Shanghai Tianyi is deemed to be interested in a total of 35,735,250 Shares, comprising (i) 29,117,625 Shares held by Shanghai Tianyi BVI and (ii) 6,617,625 Shares held by Zhongwei Tengyun BVI. Shanghai Tianyi is in turn owned as to 70% by Mr. Yu Rong (俞榕). By virtue of the SFO, Mr. Yu Rong is deemed to be interested in the 35,735,250 Shares in which Shanghai Tianyi is deemed to be interested.

Shanghai Tianyi BVI is wholly owned by Shanghai Xuanyu Enterprise Management Co., Ltd. (上海軒瑜企業管理有限公司), which is in turn wholly owned by Shanghai Tianyi. By virtue of the SFO, each of Shanghai Xuanyu Enterprise Management Co., Ltd. (上海軒瑜企業管理有限公司) and Shanghai Tianyi is deemed to be interested in 29,117,625 Shares held by Shanghai Tianyi BVI.

Zhongwei Tengyun BVI is wholly owned by Shanghai Hongyi Enterprise Management Center (Limited Partnership) (上海鴻意企業管理中心(有限合夥)), the sole general partner of which is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司) holding 8.7% interests, which is in turn controlled by Shanghai Tianyi, and the remaining limited partner of which is Zhongwei Tengyun holding 91.3% interests. The sole general partner of Zhongwei Tengyun is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司), which is in turn controlled by Shanghai Tianyi. By virtue of the SFO, as Zhongwei Tengyun BVI is controlled by Shanghai Tianyi, Shanghai Tianyi is deemed to be interested in 6,617,625 Shares held by Zhongwei Tengyun BVI.

- (5) Hansson BVI is wholly owned by Mr. Xu Haixun. By virtue of the SFO, Mr. Xu Haixun is deemed to be interested in the Shares held by Hansson BVI.
- (6) The Shares held by each of Shanghai Tianyi BVI, Zhongwei Tengyun BVI and Hansson BVI are counted towards public float for the purpose of Rule 8.08 of the Listing Rules.
- (7) Any discrepancies in the table between the totals and the sums of amounts listed therein are due to rounding.

## **USE OF PROCEEDS**

The Company will receive additional net proceeds of approximately HK\$9.5 million, after deduction of offering expenses payable by the Company in connection with the partial exercise of the Over-allotment Option, for 1,770,000 additional Shares to be issued and allotted upon the partial exercise of the Over-allotment Option. The Company intends to utilize the additional net proceeds on a pro rata basis for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

## **STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD**

The Company further announces that the stabilization period in connection with the Global Offering ended on 4 August 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The Company has been informed by the Stabilizing Manager that the stabilization actions undertaken by it, its affiliates or any person acting for it during the stabilization period involved:

- (1) over-allocations of an aggregate of 11,250,000 Shares in the International Offering, representing 15.0% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) borrowing of an aggregate of 11,250,000 Shares by the Stabilizing Manager from Wellmark BVI pursuant to the Stock Borrowing Agreement to cover over-allocations of Shares in the International Offering;

- (3) successive purchases of an aggregate of 9,480,000 Shares in the price range of HK\$4.59 to HK\$5.36 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing 12.64% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, and the Stabilizing Manager did not sell any of these Shares during the stabilization period. The last purchase made by the Stabilizing Manager, its affiliates, or any person acting for it on the market during the course of the stabilization period was on 4 August 2022 at the price of HK\$5.36 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%); and
- (4) the partial exercise of the Over-allotment Option by the Sole Representative (for itself and on behalf of the International Underwriters) on 4 August 2022, in respect of an aggregate of 1,770,000 Shares, representing 2.36% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option at HK\$5.36 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering, to facilitate the return of part of the 11,250,000 Shares borrowed by the Stabilizing Manager from Wellmark BVI under the Stock Borrowing Agreement which were used to cover the over-allocations of Shares in the International Offering.

The portion of the Over-allotment Option which has not been exercised by the Sole Representative (for itself and on behalf of the International Underwriters) lapsed on 4 August 2022.

## **PUBLIC FLOAT**

Immediately after the completion of the Global Offering and after the partial exercise of the Over-allotment Option, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules.

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

Hong Kong, 4 August 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.*