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**China Health Group Limited**  
**中國衛生集團有限公司**

*(Carrying on business in Hong Kong as CHG HS Limited)*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 673)

**VOLUNTARY ANNOUNCEMENT**  
**COOPERATION FRAMEWORK AGREEMENT**

This announcement is made by China Health Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

**THE FRAMEWORK AGREEMENT**

The board of directors (“**Directors**”) of the Company (the “**Board**”) is pleased to announce that, on 2 December 2022, the Company and Wuhan Mingcheng Wangda Pharmaceutical Co., Ltd.\* (武漢明誠旺達醫藥有限公司) (“**Mingcheng Wangda**”) have entered into a cooperation framework agreement (the “**Framework Agreement**”), pursuant to which the Company and Mingcheng Wangda intend to have close cooperation in various ways for distributing medical one health products. Both parties thereto will further discuss the specific ways and scope of the cooperation, and may enter into relevant formal agreements in due course.

Pursuant to the Framework Agreement, the Company intends to invest in and support the business development of Mingcheng Wangda. Based on Mingcheng Wangda’s existing comprehensive distribution platform for medical one health products, the two parties will give full play to their respective resource advantages, to jointly build an international comprehensive distribution platform that includes offline entities and online e-commerce.

\* *For identification purpose only*

## **Period of Exclusivity**

The Framework Agreement provides that Mingcheng Wangda shall not, without the written consent of the Company, directly or indirectly discuss, negotiate, communicate, consult, confer with, talks or sign any memorandum of understanding, letter of intent, agreement, arrangement or similar legally binding document (whether legally binding or not) with any third party other than the Company, or continue or allow any such negotiation or arrangement to continue for any period of time between the date of signing of the Framework Agreement and the date of delivering the formal agreement, if any, ninety (90) days from the date of signing of the Framework Agreement or such later date on which the parties may otherwise agree in written or otherwise, whichever is the later.

## **LEGAL EFFECT**

It is stated on the Framework Agreement that the Framework Agreement will not create legally binding obligations on both parties thereto, except for terms related to the period of exclusivity, confidentiality, due diligence and other boilerplate clauses.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE FRAMEWORK AGREEMENT**

The Company is committed to providing quality medical product distribution and services for a larger customer base. Entering into the Framework Agreement further expands the coverage of the distribution business of the Company. Through the integration of resources and complementary advantages of both parties, it is conducive to the rapid development of the Company. The Board is of the view that the Framework Agreement is in the interests of the Company and its shareholders as a whole.

## **INFORMATION ON THE COMPANY AND MINGCHENG WANGDA**

The Group is principally engaged in the distribution of medical equipment and consumables and provision of related services, provision of hospital operation and management service and business factoring.

Mingcheng Wangda is a limited liability company incorporated in the People's Republic of China. Its business scope covers western medicine, traditional Chinese medicine, healthcare products, medical devices, medical equipment, medical testing, consumer health products, animal healthcare, raw materials for characteristic traditional Chinese medicine and health technology, and provision of integrated services such as procurement, marketing, logistics, distribution, Internet and entity expansion.

Base on the information obtained by the Company and to the best of its knowledge, as at the date of this announcement, Mingcheng Wangda and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)).

**Shareholders and potential investors of the Company should note that this announcement is made on a voluntary disclosure basis to keep the public informed of the latest business plans and development of the Group and the Company. The transactions contemplated under the Framework Agreement are still subject to the entering into the formal agreements, and may or even may not materialise as described or at all. Should any formal agreements be entered into, the Company will comply with the relevant requirements of the Listing Rules in this regard and make further announcement(s) in due course.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**China Health Group Limited**  
**Zhang Fan**

*Chairman of the Board and Executive Director*

Hong Kong, 2 December 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Zhang Fan (chairman) and Mr. Chung Ho; three non-executive Directors, namely, Mr. Xing Yong, Mr. Huang Lianhai and Mr. Wang Jingming; and three independent non-executive Directors, namely, Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan.*