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)

(I) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 20 AUGUST 2025; (II) GRANT OF WHITEWASH WAIVER; AND (III) CONSENT TO THE SPECIAL DEALS

Reference is made to the circular (the "**Circular**") of China Health Group Limited (the "**Company**") and the notice (the "**SGM Notice**") of the special general meeting ("**SGM**") dated 31 July 2025. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

At the SGM held on 20 August 2025, a poll was demanded by the chairman of the SGM for voting on all proposed resolutions as set out in the SGM Notice.

As at the date of the SGM, the total number of issued shares of the Company was 491,644,763 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all resolutions at the SGM.

In accordance with the Takeovers Code and the Listing Rules, the Subscribers, the Underwriter, the Placing Agent and their respective parties acting in concert with them (including Mr. Ying and Mr. Zhang respectively) were required to abstain from voting on the relevant resolution(s) in respect of the Subscription Agreements, the Special Deals (i.e. the Underwriting Agreement and the Placing Agent Agreement) and the transactions contemplated thereunder as well as the Whitewash Waiver at the SGM. As a result, a total of 154,315,300 Shares, comprising (i) 16,211,900 Shares held by the Subscribers and parties acting in concert with them (including Mr. Ying); (ii) 137,299,400 Shares held by the Underwriter and parties acting in concert with it (including Mr. Zhang); and (iii) 804,000 Shares held by the Placing Agent and parties acting in concert it, were required to abstain, and had been abstained, from voting on the relevant resolutions at the SGM. Accordingly, holders of 337,329,463 Shares were entitled to attend and vote for or against on resolutions at the SGM.

Save as disclosed above, no other Shareholder is required to abstain from voting on the resolutions to approve the Subscription Agreements, the Special Deals (i.e. the Underwriting Agreement and the Placing Agent Agreement) and the transactions contemplated thereunder as well as the Whitewash Waiver at the SGM. No Shareholder has stated his/her/its intention in the Circular to vote against or abstain from voting on any of the resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

The SGM was chaired by Mr. Xing Yong, an executive Director who is disinterested in the Proposal and is independent under the Takeovers Code. Save for Mr. Huang Lianhai who was unable to attend the SGM due to other business commitments, all other Directors attended the SGM in person or by electronic means.

POLL RESULTS OF THE SGM

The poll at the SGM was scrutinised by Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong. All resolutions were approved by the Independent Shareholders and the poll results were as follows:

Ordinary resolutions		**Number of votes (Approximate%)**	
		For	**Against**
1.	To approve the Subscription Agreement A and the transactions contemplated thereunder, including the allotment and issue of 500,000,000 new Shares to Subscriber A and the grant of the Specific Mandate in relation thereto	57,660,005 (100.00%)	0 (0.00%)

Ordinary resolutions		Number of votes (Approximate%)	
		For	Against
2.	To approve the Subscription Agreement B and the transactions contemplated thereunder, including the allotment and issue of 100,000,000 new Shares to Subscriber B and the grant of the Specific Mandate in relation thereto	57,660,005 (100.00%)	0 (0.00%)
3.	To approve the Subscription Agreement C and the transactions contemplated thereunder, including the allotment and issue of 100,000,000 new Shares to Subscriber C and the grant of the Specific Mandate in relation thereto	57,660,005 (100.00%)	0 (0.00%)
4.	To approve the Underwriting Agreement and the transactions contemplated thereunder, which constitute a special deal under Rule 25 of the Takeovers Code	57,660,005 (100.00%)	0 (0.00%)
5.	To approve the Placing Agent Agreement and the transactions contemplated thereunder, which constitute a special deal under Rule 25 of the Takeovers Code	57,660,005 (100.00%)	0 (0.00%)
Special resolution		**Number of votes (Approximate%)**	
		For	**Against**
6.	To approve the Whitewash Waiver of the obligation on the part of Subscriber A to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber A and parties acting in concert with it) which might otherwise arise as a result of the Subscribers subscribing for the Subscription Shares pursuant to the terms and conditions of the Subscription Agreements	57,660,005 (100.00%)	0 (0.00%)

Note: Full text of the ordinary resolutions and the special resolution is set out in the SGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, such resolutions were duly passed as ordinary resolutions of the Company by the Independent Shareholders at the SGM by way of poll.

As more than 75% of the votes were cast in favour of the above special resolution, such resolution was duly passed as special resolution of the Company by the Independent Shareholders at the SGM by way of poll.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 19 August 2025, subject to:

(i) (a) the Whitewash Waiver; and (b) the Subscription Agreements and the transactions contemplated thereunder being separately approved by (a) at least 75% and (b) more than 50%, respectively, of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and

(ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Subscriber A and its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

CONSENT TO THE SPECIAL DEALS

On 19 August 2025, the Executive has conditionally consented to the Special Deals, subject to the Underwriting Agreement and the Placing Agent Agreement being approved by a vote of the Independent Shareholders at a special general meeting of the Company, to be taken on a poll.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND EXPECTED DESPATCH DATE OF THE PROSPECTUS DOCUMENTS

The Subscriptions and the Rights Issue are expected to proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue will be Friday, 22 August 2025, and the first day of dealings in the Shares on an ex-rights basis relating to the Rights Issue will be Monday, 25 August 2025.

The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus for information only) on Wednesday, 3 September 2025.

WARNINGS

Shareholders and potential investors of the Company should note the Subscriptions and the Rights Issue are subject to the fulfillment and/or waiver (as the case may be) of a number of conditions precedent and therefore may or may not materialise and proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

By order of the Board
China Health Group Limited
Chung Ho
Chief Executive Officer and Executive Director

Hong Kong, 20 August 2025

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.