THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your stockbroker or a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Health Group Limited, you should at once hand the Prospectus Documents to the purchaser(s) or transferee(s), or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed "Rights of Overseas Shareholders" in the "Letter from the Board" in this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

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)

RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE

Underwriter
Treasure Wagon Limited

Financial Adviser to the Company

OPTIMA CAPITAL
Optima Capital Limited

Placing Agent of the Rights Issue

大灣區深港證券有限公司
GREAT BAY SECURITIES LIMITED

Unless the context requires otherwise, capitalised terms used in this cover shall have the same meanings as those defined in this Prospectus.

The Latest Time for Acceptance of the Rights Shares is at 4:00 p.m. on Wednesday, 17 September 2025. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed "Procedures for acceptance, splitting of PAL and payment or transfer" in the "Letter from the Board" in this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Monday, 25 August 2025. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 5 September 2025 to Friday, 12 September 2025 (both dates inclusive). Shareholders and potential investors in the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company served prior to 4:00 p.m. on Thursday, 25 September 2025 to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. Such events are set out in the section headed "Termination of the Underwriting Agreement" in the "Letter from the Board" in this Prospectus. If (i) the Underwriter terminates the Underwriting Agreement or (ii) the Underwriting Agreement does not become unconditional, the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled, and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

3 September 2025

CONTENTS

In this Prospectus, the following expressions have the following meanings unless the context requires otherwise:

"acting in concert"	has the meaning ascribed thereto under the Takeovers Code
"Announcement"	the announcement of the Company dated 22 May 2025 in relation to, among other things, the Subscriptions, the Rights Issue, the Underwriting Agreement, the Placing Agent Agreement and the Whitewash Waiver
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day (other than a Saturday, Sunday or public holiday, or a day on which a tropical cyclone warning signal no. 8 or above, a "black" rainstorm warning signal and/or extreme conditions is in force in Hong Kong between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Capital Foresight"	Capital Foresight Limited, a company incorporated in the British Virgin Islands
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Chairman"	chairman of the Board
"Circular"	the circular of the Company dated 31 July 2025 in relation to, among other things, the Subscriptions, the Rights Issue, the Underwriting Agreement, the Placing Agent Agreement and the Whitewash Waiver
"Company"	China Health Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange (Stock Code: 673)
"Compensatory Arrangements"	the arrangement involving the placing of the Unsubscribed Rights Shares, if any, by the Placing Agent on a best effort basis pursuant to the Placing Agent Agreement in accordance with the Listing Rules

"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Deed of Covenants and Undertaking"	the deed of covenants and undertaking dated 30 April 2025 executed among the Company, Mr. Zhang and the Underwriter as described in the paragraph headed "Deed of Covenants and Undertaking" in the section headed "Rights Issue" of the "Letter from the Board" contained in this Prospectus
"Director(s)"	the director(s) of the Company
"Ever True"	Ever True Ventures Limited, a company incorporated in Samoa with limited liability
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any of his delegate(s)
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in effect
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholder(s)"	Shareholders other than (i) the Subscribers, the Underwriter, the Placing Agent and their respective parties acting in concert with them (including Mr. Ying and Mr. Zhang respectively); and (ii) any Shareholders who are involved in, or interested in, or have a material interest in the Subscription Agreements, the Special Deals (i.e. the Underwriting Agreement and the Placing Agent Agreement) and transactions contemplated thereunder as well as the Whitewash Waiver
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and any of its connected persons

"Intermediary"	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner's broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner's shares with a CCASS participant
"Issue Price"	issue price of HK$0.1 per Rights Share
"Jinmei"	Jinmei Developments Limited, a company incorporated in the British Virgin Islands with limited liability
"Jinmei Acquisition"	the acquisition of the entire equity interest in Jinmei by Long Heng pursuant to the terms and conditions of the Jinmei Acquisition Agreement, completed on 16 November 2023
"Jinmei Acquisition Agreement"	the sale and purchase agreement dated 12 October 2023 entered into among Long Heng, the Company, Ever True and Ms. Ma Xiaoming in relation to the Jinmei Acquisition
"Jinmei Group"	Jinmei and its subsidiaries
"Judgment Debt"	US$4 million with no interest payable to Capital Foresight pursuant to judgment handed down by the Court of Appeal
"Last Trading Day"	30 April 2025, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of the Announcement
"Latest Practicable Date"	27 August 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus
"Latest Time for Acceptance"	4:00 p.m. on Wednesday, 17 September 2025, being the latest time for acceptance of and payment for the Rights Shares
"Latest Time for Termination"	4:00 p.m. on Thursday, 25 September 2025, being the latest time to terminate the Underwriting Agreement
"Listing Committee"	has the same meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Long Heng"	Long Heng Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
"Macau"	the Macao Special Administrative Region of the PRC
"Mr. Ying"	Mr. Ying Wei who owns the entire issued share capital of Subscriber A and is a Shareholder
"Mr. Zhang"	Mr. Zhang Fan, the Chairman and an executive Director, who owns the entire issued share capital of the Underwriter which is a substantial Shareholder
"Ms. Ying"	應任斯 (Ms. Ying Rensi), daughter of Mr. Ying, who owns the entire issued share capital of Subscriber B
"No Action Shareholders"	those Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renouncees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
"Non-Qualifying Shareholder(s)"	those Overseas Shareholder(s) to whom the Directors, after making enquiries, consider it necessary or expedient not to offer the Rights Shares on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"NQS Rights Shares"	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form
"Optionholder(s)"	holder(s) of the Share Option(s) which were outstanding as at the Latest Practicable Date and are capable of being exercised on or before the Record Date
"Optionholders' Undertakings"	the irrevocable undertakings dated 30 April 2025 given by the Undertaken Optionholders in favour of the Company and the Underwriter, as described in the paragraph headed "Rights Issue Statistics" in the section headed "Rights Issue" of the "Letter from the Board" contained in this Prospectus

"Overseas Shareholder(s)"	Shareholder(s) whose address(es) on the register of members of the Company on the Record Date is(are) outside Hong Kong
"PAL(s)"	the renounceable provisional allotment letter(s) in respect of the Rights Issue to be issued to the Qualifying Shareholders in respect of their pro rata entitlement under the Rights Issue
"Placee(s)"	professional, institutional or other investor(s), who shall be Independent Third Party of, not acting in concert with and not connected with the Underwriter, the Subscribers and their respective parties acting in concert with them and/or any of the Company's connected persons
"Placing"	the placing of a maximum of 108,658,608 Unsubscribed Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agents(s) to the Placees on the terms and conditions of the Placing Agent Agreement
"Placing Agent"	Great Bay Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under SFO, being the placing agent appointed by the Company pursuant to the Placing Agent Agreement
"Placing Agent Agreement"	the conditional placing agent agreement dated 30 April 2025 entered into between the Company and the Placing Agent in relation to the Placing and as supplemented by an amendment deed dated 22 May 2025 executed between the Company and the Placing Agent
"PRC"	the People's Republic of China, which for the purpose of this Prospectus, excludes Hong Kong, Macau and Taiwan
"Promissory Note"	the promissory note issued by the Company to Ever True at completion of the Jinmei Acquisition as consideration in accordance with the Jinmei Acquisition Agreement
"Proposal"	the Subscriptions, the Rights Issue and the transactions contemplated in the Rights Issue, including but not limited to the Placing

"Prospectus"	this prospectus (including any supplementary prospectus) to be despatched to the Qualifying Shareholders (and the Non-Qualifying Shareholder(s) for information only) in connection with the Rights Issue
"Prospectus Documents"	this Prospectus and the PAL
"Prospectus Posting Date"	Wednesday, 3 September 2025, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders or this Prospectus to the Non-Qualifying Shareholders (as the case may be)
"Qualifying Shareholder(s)"	Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear on the register of members of the Company on the Record Date
"Record Date"	Tuesday, 2 September 2025, or such other date as may be agreed in writing between the Company and the Underwriter, being the record date for determining entitlements to the Rights Shares
"Registrar"	Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Rights Issue"	the proposed issue of new Shares by way of rights on the basis of three (3) Rights Shares for every ten (10) Shares held at the close of business on the Record Date at the Issue Price pursuant to the Prospectus Documents
"Rights Share(s)"	the new Share(s) to be allotted and issued under the Rights Issue
"Settlement Deed"	the conditional settlement deed dated 3 July 2025 entered into among Long Heng, the Company, Ever True and Ms. Ma Xiaoming, details of which were set out in the Settlement Deed Announcement. Completion of the Settlement Deed took place on 18 July 2025
"Settlement Deed Announcement"	the announcement of the Company dated 3 July 2025 in relation to the Settlement Deed and change in intended use of proceeds from the Proposal
"Settlement Note"	the promissory note issued by the Company to Ever True as settlement of HK$12 million in accordance with the Settlement Deed

"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company convened and held on 20 August 2025 to consider and, if thought fit, approve, among other things, 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
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Share Option(s)"	share option(s) granted to the grantees to subscribe for new Shares pursuant to the Share Option Scheme
"Share Option Scheme"	the share option scheme of the Company adopted on 28 August 2012
"Special Deals"	the Underwriting Agreement, the Placing Agent Agreement and the transactions contemplated thereunder
"Specific Mandate"	the specific mandate obtained from the Independent Shareholders at the SGM to allot and issue the Subscription Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	Ample Colour Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Ying
"Subscriber B"	Perfect Link Group Limited, a company incorporated in Samoa with limited liability and wholly owned by Ms. Ying
"Subscriber C"	鄔琳玲 (Ms. Wu Linling)
"Subscribers"	Subscriber A, Subscriber B and Subscriber C, and each a "Subscriber"

"Subscriptions"	the subscriptions of the Subscription Shares under the Specific Mandate pursuant to the terms and subject to the conditions of each of the Subscription Agreements
"Subscription Agreement A"	the conditional subscription agreement dated 30 April 2025 entered into between the Company and Subscriber A regarding the subscription of 500,000,000 new Shares
"Subscription Agreement B"	the conditional subscription agreement dated 30 April 2025 entered into between the Company and Subscriber B regarding the subscription of 100,000,000 new Shares
"Subscription Agreement C"	the conditional subscription agreement dated 30 April 2025 entered into between the Company and Subscriber C regarding the subscription of 100,000,000 new Shares
"Subscription Agreements"	the Subscription Agreement A, the Subscription Agreement B and the Subscription Agreement C, and each a "Subscription Agreement"
"Subscription Completion"	completion of the Subscriptions
"Subscription Long Stop Date"	31 October 2025 or such other date as the Company and each of the Subscribers may agree in writing
"Subscription Price"	the subscription price of HK$0.1 per the Subscription Share
"Subscription Share(s)"	new Shares to be issued by the Company to the Subscribers pursuant to the Subscription Agreements
"substantial Shareholder(s)"	has the meaning as ascribed to this term under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Undertaken Optionholders"	(1) Mr. Zhang, Mr. Chung Ho and Mr. Xing Yong (all being executive Directors); (2) Mr. Huang Lianhai and Mr. Wang Jingming (all being non-executive Directors); and (3) Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan (all being independent non-executive Directors)

"Underwriter"	Treasure Wagon Limited, a company incorporated in Samoa with limited liability and wholly owned by Mr. Zhang
"Underwriting Agreement"	the conditional underwriting agreement dated 30 April 2025 entered into among the Company and the Underwriter in relation to the Rights Issue
"Unsubscribed Rights Shares"	those Rights Shares that (i) are not subscribed by the Qualifying Shareholders by the Latest Time for Acceptance; and (ii) the NQS Rights Shares and/or fractional Rights Share(s) (both in nil-paid form) that are not successfully sold by the Company
"Untaken Rights Shares"	the Unsubscribed Rights Shares that are not successfully placed by the Placing Agent
"Whitewash Waiver"	a waiver granted by the Executive on 19 August 2025 pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code to waive the obligation of Subscriber A to make a mandatory general offer to the Shareholders and the Optionholders in respect of the Shares and the Share Options not already owned or agreed to be acquired by Subscriber A and parties acting in concert with it as a result of the Subscription Completion
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"RMB"	renminbi, the lawful currency of the PRC
"US$"	United States dollar(s), the lawful currency of the United States of America
"%"	per cent.

The English translation of the Chinese names in this Prospectus, where indicated, are intended for identification purpose only and should not be regarded as the official English names of such Chinese names.

Set out below is the expected timetable for the Subscriptions and the Rights Issue. All times and dates stated in this Prospectus refer to Hong Kong local times and dates. The expected timetable is indicative only and may be varied. Any changes to the expected timetable will be announced by way of an announcement by the Company as and when appropriate.

Event	**Time and date (Hong Kong time) 2025**
First day of dealings in nil-paid Rights Shares	Friday, 5 September
Latest time for splitting of nil-paid Rights Shares	4:30 p.m. on Tuesday, 9 September
Last day of dealings in nil-paid Rights Shares	Friday, 12 September
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the Compensatory Arrangements	4:00 p.m. on Wednesday, 17 September
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Wednesday, 17 September
Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements	Monday, 22 September
Commencement of placing of Unsubscribed Rights Shares by the Placing Agent	Tuesday, 23 September
Latest time of placing of the Unsubscribed Rights Shares by the Placing Agent	4:00 p.m. on Wednesday, 24 September
Latest time for terminating the Underwriting Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Thursday. 25 September
Announcement of results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share under the Compensatory Arrangements)	Thursday, 2 October
Despatch of share certificates for fully-paid Rights Shares and completion of Placing to take place	Friday, 3 October

Event	Time and date (Hong Kong time) 2025
Completion of the Subscription Agreements	Friday, 3 October
Refund cheques, if any, to be despatched (if the Rights Issue is terminated)	Friday, 3 October
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Monday, 6 October
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	9:00 a.m. on Monday, 6 October
Payment of Net Gain to relevant No Action Shareholders and net proceeds from sale of nil-paid Rights Shares to the relevant Non-Qualifying Shareholders (if any)	Wednesday, 8 October
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	4:00 p.m. on Monday, 27 October

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION

The Latest Time for Acceptance and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons which is announced by the Government of Hong Kong, or a “black” rainstorm warning:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance and payment for the Rights Shares are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section may be affected. An announcement will be made as soon as practicable by the Company in such event.

If prior to the Latest Time for Termination:

(a) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations, warranties or undertakings in the Underwriting Agreement being untrue, inaccurate, misleading or breached, or there is any matter which would reasonably be expected to give rise to a material breach or claim, and in case the same is, in the reasonable opinion of the Underwriter, material in the context of the Rights Issue; or

(b) there shall be:

(i) introduction of any new law, regulation, rule, policy, order or notice or any change in existing laws or regulations or any change in the interpretation or application thereof by any court, government authority or regulatory body or any other competent authority, whether in Hong Kong or elsewhere;

(ii) any event or circumstance in the nature of force majeure, including but not limited to any act of government, any local, national or international event or change of a political, financial, economic or other nature affecting local securities markets, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act of terrorism (whether or not responsibility has been claimed), act of God, declaration of a state of emergency or calamity or crisis, in Hong Kong;

(iii) any material adverse change in market conditions, including but not limited to any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction of trading in securities; or

(iv) any material adverse change in the business or in the financial or trading position of the Group as a whole,

which is in the reasonable opinion of the Underwriter so material as to make it inappropriate, inadvisable or inexpedient to proceed with the Rights Issue, then the Underwriter may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by written notice to the Company at or before the Latest Time for Termination, terminate the Underwriting Agreement. If this happens, rights and obligations of the parties to the Underwriting Agreement shall cease immediately upon termination, save for the clauses relating to fees and expenses, announcements, indemnity, and governing law and process agent.

If (i) the Underwriter terminates the Underwriting Agreement; or (ii) either the Subscription Agreement A or the Placing Agent Agreement does not become unconditional, the Rights Issue will not proceed. Further details of conditions precedent of the Rights Issue and the Underwriting Agreement are set out in the paragraph headed "Conditions of the Rights Issue and the Underwriting Agreement" in the section headed "The Underwriting Agreement" of the "Letter from the Board" contained in this Prospectus. In the event that any of these circumstances arise, further announcement will be made by the Company.

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)

Executive Directors:
Mr. Zhang Fan *(Chairman)*
Mr. Chung Ho
Mr. Xing Yong

Non-executive Directors:
Mr. Huang Lianhai
Mr. Wang Jingming

Independent non-executive Directors:
Mr. Jiang Xuejun
Mr. Du Yanhua
Mr. Lai Liangquan
Ms. Yang Huimin

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and principal place of business in Hong Kong:
Unit 801, 8/F
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

3 September 2025

To the Qualifying Shareholders,

Dear Sir or Madam,

RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE

INTRODUCTION

Reference is made to the Announcement and the Circular in relation to, among other things, the Rights Issue.

On 22 May 2025, the Company announced the Proposal which comprised, among other things, the proposed Subscriptions and Rights Issue on the basis of three (3) Rights Shares for every ten (10) Shares held by the Shareholders on the Record Date at the Issue Price of HK$0.1 per Rights Share.

The Rights Issue is conditional on, among other things, (i) each of the Subscription Agreement A and the Placing Agent Agreement having become unconditional and not terminated pursuant to the terms thereof; (ii) the Independent Shareholders' approval of the Subscription Agreement A, the Special Deals (i.e. the Underwriting Agreement and the Placing Agent Agreement) and the Whitewash Waiver having been obtained; and (iii) the Whitewash Waiver and consent for the Special Deals having been granted by the Executive. At the SGM held on 20 August 2025, the relevant resolutions approving 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 were duly passed. The results of the SGM were announced by the Company on even date. Besides, the Executive had granted the Whitewash Waiver to Subscriber A and consent for the Special Deals on 19 August 2025. Shareholders may refer to the Circular for the details in relation to, among other things, the Subscriptions, the Special Deals, the Whitewash Waiver and other information regarding the Proposal.

The purpose of this Prospectus is to provide you with, among other things, (i) further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other information of the Group.

RIGHTS ISSUE

The Company proposed to implement the Rights Issue on the basis of three (3) Rights Shares for every ten (10) Shares held by the Qualifying Shareholders on the Record Date at the Issue Price of HK$0.1 per Rights Share. The Rights Issue and the Underwriting Agreement are subject to conditions precedent including, among others, each of the Subscription Agreement A and the Placing Agent Agreement having become unconditional and not terminated pursuant to the terms thereof. Further details of conditions precedent of the Rights Issue and the Underwriting Agreement are set out in the paragraph headed "Conditions of the Rights Issue and the Underwriting Agreement" in the section headed "The Underwriting Agreement" below. The principal terms of the Rights Issue are set out below:

Rights Issue Statistics

Basis of the Rights Issue	:	Three (3) Rights Shares for every ten (10) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Issue Price	:	HK$0.1 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	491,644,763 Shares

Maximum number of Rights Shares to be issued pursuant to the Rights Issue	:	149,848,428 Rights Shares (assuming that 7,850,000 new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding exercisable Share Options not subject to the Optionholders' Undertakings, but otherwise no other Shares are issued or repurchased on or before the Record Date)
Minimum number of Rights Shares to be issued pursuant to the Rights Issue	:	147,493,428 Rights Shares (assuming there being no new issue or repurchase of Shares on or before the Record Date)
Maximum enlarged issued share capital upon completion of the Subscriptions and the Rights Issue	:	1,349,343,191 Shares (assuming 7,850,000 new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding exercisable Share Options not subject to the Optionholders' Undertakings, but otherwise no other Shares are issued or repurchased immediately before the completion of the Subscriptions and the Rights Issue)
Minimum enlarged issued share capital upon completion of the Subscriptions and the Rights Issue	:	1,339,138,191 Shares (assuming no new Shares are issued or repurchased immediately before the completion of the Subscriptions and the Rights Issue)

As at the Latest Practicable Date, there were outstanding Share Options carrying the right to subscribe for a total number of 19,050,000 new Shares at an exercise price of HK$1.8 per Share (subject to adjustments), of which 6,850,000 Share Options exercisable from 27 April 2020 to 25 April 2029 (both dates inclusive) and 12,200,000 Share Options exercisable from 21 October 2020 to 20 October 2030 (both dates inclusive), granted and exercisable under the Share Option Scheme. Save for the foregoing, there are no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into the Shares.

As at the Latest Practicable Date, the Undertaken Optionholders held the Share Options which entitle them to subscribe for an aggregate of 11,200,000 new Shares. The Undertaken Optionholders have executed the Optionholders' Undertakings in favour of the Company and the Underwriter in respect of the Share Options entitling them to subscribe for a total of 11,200,000 new Shares, pursuant to which each of them has irrevocably undertaken not to exercise any of the Share Options which have been granted to each of them from the date of the Optionholders' Undertakings until the Record Date (both dates inclusive).

Assuming 7,850,000 new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding exercisable Share Options not subject to the Optionholders' Undertakings, but otherwise no other Shares are issued or repurchased on or before the Record Date, the maximum number of 149,848,428 Rights Shares represents approximately 30.5% of the total number of the existing issued Shares of 491,644,763 as at the Latest Practicable Date and approximately 11.1% of the issued Shares as enlarged by the allotment and issue of all the Subscription Shares and the Rights Shares immediately upon completion of the Subscriptions and the Rights Issue.

Assuming no new Shares are issued or repurchased on or before the Record Date, the minimum number of 147,493,428 Rights Shares represents 30.0% of the total number of the existing issued Shares as at the Latest Practicable Date and approximately 11.0% of the total number of the issued Shares as enlarged by the allotment and issue of the Subscription Shares and the Rights Shares immediately upon completion of the Subscriptions and the Rights Issue.

The Issue Price

The Issue Price of HK$0.1 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, and, where applicable, when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Issue Price of HK$0.1 per Rights Share represents:

(a) a discount of approximately 28.6% to the closing Share price of HK$0.140 per Share as quoted on the Stock Exchange on the Last Trading Day;

(b) a discount of approximately 37.1% to the average closing Share price of approximately HK$0.159 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the Last Trading Day;

(c) a discount of approximately 41.9% to the average closing Share price of approximately HK$0.172 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the Last Trading Day;

(d) a discount of approximately 51.5% to the average closing Share price of approximately HK$0.206 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days immediately preceding the Last Trading Day;

(e) a discount of approximately 84.1% to the closing Share price of HK$0.630 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(f) a premium of approximately 12.4% over the net asset value attributable to the Shareholders of approximately HK$0.089 per Share based on the unaudited net asset value attributable to the Shareholders of approximately HK$43.9 million as at 30 September 2024 set out in interim report of the Company for the six months ended 30 September 2024 and 491,644,763 total issued Shares as at 30 September 2024; and

(g) a discount of approximately 23.7% to the theoretical ex-rights price of approximately HK$0.131 based on the closing Share price of HK$0.140 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Group recorded the audited net liabilities attributable to the Shareholders of approximately HK$7.7 million as at 31 March 2025.

The Issue Price for the Rights Issue was determined by the Company with reference to the Subscription Price paid by the Subscribers for the Subscription Shares. The equal pricing for Rights Issue can ensure that the Qualifying Shareholders have the opportunity to participate at the same price as the Subscribers. This helps partially alleviate the dilutive effect of the Subscriptions on the Qualifying Shareholders.

On this basis, the Directors consider the Issue Price for the Rights Issue to be fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue, including the right to receive all dividends and distributions which may be declared, made or paid with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

Qualifying Shareholders

The Rights Issue is available to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

Basis of provisional allotments

The basis of the provisional allotments shall be three (3) Rights Shares (in nil-paid form) for every ten (10) Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

If a Qualifying Shareholder wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholder will need to split his/her/its PAL into the denominations required. Details as to how to split the PALs will be set out in the section headed "Procedures for acceptance, splitting of PAL and payment or transfer" below in this Prospectus.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the securities law of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

Based on the register of members of the Company as at the Latest Practicable Date, there were seven Overseas Shareholders, five with registered addresses in the PRC holding an aggregate of approximately 257,000 Shares, one with a registered address in Samoa holding 7,200,000 Shares, and one with a registered address in the British Virgin Islands holding 8,000,000 Shares. Save for the above Overseas Shareholders, there was no other Overseas Shareholder based on the register of members of the Company as at the Latest Practicable Date.

The Company had, in compliance with Rule 13.36(2)(a) of the Listing Rules, made reasonable enquiries of the legal requirements regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. Based on the legal advice provided by the respective legal advisers of the PRC, Samoa and the British Virgin Islands engaged by the Company as at the Latest Practicable Date and having considered the circumstances, the Directors are of the view that the relevant overseas legal restrictions and requirements of the relevant regulatory body or the Stock Exchange do not make it necessary or expedient to exclude the Overseas Shareholders with registered addresses in the PRC, Samoa and the British Virgin Islands from the Rights Issue. Accordingly, the Rights Issue will be offered to the Overseas Shareholders in those jurisdictions.

As the register of members of the Company had already been closed as at the Latest Practicable Date, there would be no additional Overseas Shareholders, and therefore there would be no Non-Qualifying Shareholder for the purposes of the Rights Issue on the Record Date.

The Prospectus Documents have not been registered or filed under or conformed to any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken in any territory or jurisdiction outside Hong Kong, to permit the offering of the Rights Shares or the distribution of any documents in connection with the Rights Issue. No person receiving this Prospectus or the PAL in any territory or jurisdiction outside Hong Kong may treat this as an offer or an invitation to apply for Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to take up the Rights Shares to satisfy himself/herself/itself as to the full and relevant compliance of the laws of the relevant jurisdictions including the obtaining of any governmental or other consents and observing other formalities which may be required in such jurisdictions, and to pay any taxes, duties and other amounts required to be paid in such jurisdictions in connection therewith.

Any acceptance of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that such local laws, regulations and requirements of the relevant territory or jurisdiction have been fully complied with. If you are in any doubt as to your position, you should consult a professional adviser.

The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

Procedures for acceptance, splitting of PAL and payment or transfer

Qualifying Shareholder(s) will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Wednesday, 17 September 2025 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance and payment for the Rights Shares and for application" in the section headed "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "TRICOR INVESTOR SERVICES LIMITED – A/C NO. 069" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, have been lodged with the Registrar by no later than 4:00 p.m. on Wednesday, 17 September 2025 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance and payment for the Rights Shares and for application" in the section headed "Expected Timetable" in this Prospectus), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion but without obligation, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

The nil-paid Rights Shares can be traded on the Stock Exchange. A Qualifying Shareholder can accept all of his/her/its provisional allotment of Rights Shares, or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and sell the remaining part on the Stock Exchange.

If a Qualifying Shareholder wishes to transfer all of his/her/its rights to subscribe for Rights Shares provisionally allotted to him/her/it under the PAL, he/she/it must complete and sign the Form of Transfer and Nomination (Form B) in the PAL and hand the PAL to the person(s) to or through whom the Qualifying Shareholder is transferring his/her/its rights. The transferee(s) must then complete and sign the Registration Application Form (Form C) in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar so as to be received by no later than 4:00 p.m. on Wednesday, 17 September 2025. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of the rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer a part of his/her/its rights to subscribe for the Rights Shares provisionally allotted under the PAL or to transfer part or all of his/her/its rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 9 September 2025 to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar's address set out above after 9:00 a.m. on the second Business Day after the surrender of the original PAL. This process is commonly known as "splitting" the nil-paid Rights Shares. Having "split" the nil-paid Rights Shares, a Qualifying Shareholder who wishes to accept the provisional allotment of Rights Shares represented by a new PAL should do so in accordance with the instructions given in this section.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of all or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

All cheques or banker's cashier orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL together with a cheque or banker's cashier order in payment for the Rights Shares accepted will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

Arrangements for the NQS Rights Shares

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. If the proceeds from each such sale, less expenses, are more than HK$100, the excess will be paid on pro-rata basis to the relevant Non-Qualifying Shareholders. The Company will retain individual amounts of HK$100 or less for its own benefit to cover the administrative costs that it would have incurred. Any unsold entitlements of Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders will be offered for subscription by the Placing Agent to the Placees under the Placing.

Share certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Friday, 3 October 2025 to those entitled thereto by ordinary post, at the respective Qualifying Shareholders' own risk, to their registered addresses. Each allottee will receive one share certificate for all allotted Rights Shares.

If the Underwriting Agreement is terminated or does not become unconditional, refund cheques will be despatched on or before Friday, 3 October 2025 by ordinary post, at the respective Qualifying Shareholders' own risk, to their registered addresses.

Fractional entitlement to the Rights Shares

No fractional entitlements to the Rights Shares shall be issued to the Qualifying Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company for its own benefit.

Arrangement on odd lot trading

Upon completion of the Rights Issue, the board lots of the Company will remain as 6,000 Shares. In order to facilitate the trading of odd lots of Shares which will arise upon completion of the Rights Issue, the Company has appointed Blackwell Global Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Shares to make up a full board lot, or to dispose of their holding of odd lots of the Shares, during the period from 9:00 a.m. on Monday, 6 October 2025 to 4:00 p.m. on Monday, 27 October 2025 (both dates inclusive). Shareholders who wish to take advantage of this facility should contact Lam Kai Tik of Blackwell Global Securities Limited at 26/F, Overseas Trust Bank Building, 160 Gloucester Road, Wanchai, Hong Kong or at telephone number: (852) 3896 6006 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period.

Holders of Shares in odd lots should note that the matching services mentioned above are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being adequate number of odd lots of Shares available for matching. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangements.

Deed of Covenants and Undertaking

As at the Latest Practicable Date, Mr. Zhang was interested in an aggregate of 137,299,400 Shares (representing approximately 27.9% of the entire issued share capital of the Company as at the Latest Practicable Date), of which 1,307,400 Shares were held by him and 135,992,000 Shares were held by the Underwriter, a company wholly owned by him.

Pursuant to the Deed of Covenants and Undertaking,

(a) Mr. Zhang unconditionally and irrevocably undertakes to the Company:

   (i) to subscribe for 392,220 Rights Shares which represent the full amount of provisional entitlements in respect of the 1,307,400 Shares beneficially held by Mr. Zhang;

   (ii) to procure subscription for 40,797,600 Rights Shares which represent the full amount of provisional entitlements in respect of the 135,992,000 Shares beneficially held by the Underwriter;

   (iii) not to and will procure the Underwriter not to dispose of, or agree to dispose of, any of the 1,307,400 Shares and 135,992,000 Shares owned by Mr. Zhang and the Underwriter, respectively, and such Shares will remain beneficially owned by Mr. Zhang and the Underwriter, respectively, up to and including the Record Date; and

(iv) to and to procure the Underwriter to lodge or procure the subscription of the 392,220 Rights Shares and 40,797,600 Rights Shares, respectively, which will be the number of Rights Shares provisionally allotted (on nil-paid basis) to Mr. Zhang and the Underwriter, respectively, under the Rights Issue, with the Registrar.

(b) the Underwriter unconditionally and irrevocably undertakes to the Company:

(i) to subscribe for the full amount of provisional entitlements in respect of the 135,992,000 Shares beneficially held by the Underwriter;

(ii) not to dispose of, or agree to dispose of, any of the 135,992,000 Shares owned by the Underwriter, and such Shares will remain beneficially owned by the Underwriter, respectively, up to and including the Record Date; and

(iii) to lodge the subscription of the 40,797,600 Rights Shares, which will be the number of Rights Shares provisionally allotted (on nil-paid basis) to the Underwriter, under the Rights Issue, with the Registrar.

Save for the Deed of Covenants and Undertaking, the Company had not received any information or irrevocable undertaking from any other Shareholder of his/her/its intention in relation to the Rights Shares (in both nil-paid and fully-paid forms) to be provisionally allotted to him/her/it under the Rights Issue as at the Latest Practicable Date.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. Other than on the Stock Exchange, no part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms as their underlying Shares on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Rights Shares in their nil-paid forms and fully-paid forms will be traded on the Stock Exchange in the same board lots of 6,000 Shares.

Dealings in the Rights Shares in both nil-paid and fully-paid forms will be subject to the payment of stamp duty, the Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

Taxation

Qualifying Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf. None of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from receiving, purchasing, holding, exercising, disposing of or dealing in the Rights Shares (in both nil-paid and fully-paid forms).

Beneficial owners' instructions to their Intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the "Expected Timetable" in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or "splitting" in these cases shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other applicable requirements of CCASS.

Procedures in respect of the Unsubscribed Rights Shares and the Compensatory Arrangements

The Underwriter was a substantial Shareholder, together with Mr. Zhang, were interested in an aggregate of 137,299,400 Shares, representing approximately 27.9% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to the Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent placees for the benefit of the relevant No Action Shareholders to whom they were offered under the Rights Issue and the Non-Qualifying Shareholders. As the Compensatory Arrangements are in place, there will be no excess application arrangements in relation to the Rights Issue.

The Company appointed the Placing Agent to place the Unsubscribed Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Issue Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related costs and expenses), that is realised from the Placing (the "**Net Gain**") will be paid to those No Action Shareholders in the manner set out below. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Wednesday, 24 September 2025, acquirers of those Unsubscribed Rights Shares at a price not less than the Issue Price. Any unsold Unsubscribed Rights Shares under the Compensatory Arrangements will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis to the No Action Shareholders as set out below:

(a) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL; and

(b) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS.

If the Net Gain to any of the No Action Shareholder(s) mentioned above (i) is more than HK$100, the entire amount will be paid to them; or (ii) is HK$100 or less, such amount will be retained by the Company for its own benefit.

THE UNDERWRITING AGREEMENT

The Rights Shares (other than those agreed to be taken up by Mr. Zhang and the Underwriter pursuant to the Deed of Covenants and Undertaking) will be fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement. The principal terms and conditions of the Underwriting Agreement are set out below:

Date	:	30 April 2025 (after trading hours)
Underwriter	:	The Underwriter is Treasure Wagon Limited, a substantial Shareholder interested in 135,992,000 Shares. The Underwriter is wholly owned by Mr. Zhang, the Chairman and an executive Director, who is directly interested in 1,307,400 Shares. As such, the Underwriter complies with Rule 7.19(1)(b) of the Listing Rules. The Underwriter is an investment holding company and does not engage in securities underwriting as part of its ordinary course of business.

Number of Rights Shares underwritten by the Underwriter	:	Up to 108,658,608 Rights Shares, being the maximum number of Rights Shares (assuming 7,850,000 new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding exercisable Share Options not subject to the Optionholders' Undertakings, but otherwise no other Shares are issued or repurchased on or before the Record Date) and no less than 106,303,608 Rights Shares, being the minimum number of Rights Shares under the Rights Issue, and in both cases, excluding the Rights Shares undertaken to be taken up by Mr. Zhang and the Underwriter pursuant to the Deed of Covenants and Undertaking.
Underwriting Commission	:	nil

Subject to the fulfilment and/or waiver (as the case may be) of the conditions precedent of the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms of the Underwriting Agreement, the Underwriter has agreed to subscribe for the Untaken Rights Shares (being any Unsubscribed Rights Shares that are not successfully placed by the Placing Agent under the Placing Agent Agreement).

As no underwriting commission is payable by the Company, the Directors are of the view that the terms of the Underwriting Agreement are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Conditions of the Rights Issue and the Underwriting Agreement

The Rights Issue and the obligations of the Underwriter contemplated thereunder are conditional upon the following conditions being fulfilled or waived (as the case may be):

(a) all necessary resolutions approving or ratifying (as the case may be) the Underwriting Agreement and the transactions contemplated thereunder having been duly passed by the Independent Shareholders in accordance with the requirements of the Listing Rules at the SGM no later than the Prospectus Posting Date;

(b) the delivery to the Stock Exchange, and filing and registration with the Registrar of Companies in Hong Kong, of the Prospectus Documents (and all other documents required to be attached thereto) in compliance with the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) no later than the Prospectus Posting Date;

(c) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of this Prospectus to the Non-Qualifying Shareholders (if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue no later than the Prospectus Posting Date);

(d) the Underwriter having received from the Company all the documents set out in the schedule to the Underwriting Agreement in such form and substance satisfactory to the Underwriter no later than the Business Day immediately before the Prospectus Posting Date;

(e) the Listing Committee having granted approval (subject to allotment) for the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and such approval not having been subsequently revoked or withdrawn;

(f) all necessary internal and external authorisations, consents, approvals and filings for the completion of the Underwriting Agreement, the Rights Issue and the transactions contemplated thereunder having been obtained or duly filed (as applicable) by the Company and such consents and approvals remaining in full force and effect;

(g) all necessary internal and external authorisations, consents, approvals and filings for the completion of the Underwriting Agreement, the Rights Issue and the transactions contemplated thereunder having been obtained or duly filed (as applicable) by the Underwriter and such consents and approvals remaining in full force and effect;

(h) there being no breach of the undertakings and obligations of the parties to the Underwriting Agreement under the Underwriting Agreement and all representations and warranties of the parties to the Underwriting Agreement referred to in the Underwriting Agreement remaining true and accurate in all material respects and not misleading;

(i) the Underwriting Agreement not being terminated pursuant to the terms thereof; and

(j) each of the Subscription Agreement A and the Placing Agent Agreement having been entered into by the parties thereto and having become unconditional and not terminated pursuant to the terms thereof.

Save for the conditions precedent set out in paragraphs (d) and (h) above which may be waived in whole or in part by the Underwriter at its sole discretion, none of the other conditions precedent can be waived by any party to the Underwriting Agreement.

As at the Latest Practicable Date, condition precedent (a) had been fulfilled, while the other conditions had not been fulfilled. In respect of condition precedent (a), the relevant resolution in respect of the Underwriting Agreement and the transactions contemplated thereunder which constitutes the special deal under the Takeovers Code, was duly passed at the SGM. In accordance with 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, and had abstained, from voting on the relevant resolution to approve the Underwriting Agreement and the transactions contemplated thereunder at the SGM. Save as disclosed in this paragraph, no other Shareholder was involved or interested in or had a material interest in the Underwriting Agreement and the transactions contemplated thereunder and was otherwise required to abstain from voting on the relevant resolution to approve the Underwriting Agreement and the transactions contemplated thereunder at the SGM.

If any of the conditions precedent has not been satisfied or waived (as the case may be) at or before the Latest Time for Termination, the Underwriting Agreement shall automatically terminate with immediate effect (save for the clauses relating to fees and expenses, announcements, indemnity, and governing law and process agent) and no party will have any claim against the other party (save for any antecedent breaches thereof).

Termination of the Underwriting Agreement

If prior to the Latest Time for Termination:

(a) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations, warranties or undertakings in the Underwriting Agreement being untrue, inaccurate, misleading or breached, or there is any matter which would reasonably be expected to give rise to a material breach or claim, and in case the same is, in the reasonable opinion of the Underwriter, material in the context of the Rights Issue; or

(b) there shall be:

(i) introduction of any new law, regulation, rule, policy, order or notice or any change in existing laws or regulations or any change in the interpretation or application thereof by any court, government authority or regulatory body or any other competent authority, whether in Hong Kong or elsewhere;

(ii) any event or circumstance in the nature of force majeure, including but not limited to any act of government, any local, national or international event or change of a political, financial, economic or other nature affecting local securities markets, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act of terrorism (whether or not responsibility has been claimed), act of God, declaration of a state of emergency or calamity or crisis, in Hong Kong;

(iii) any material adverse change in market conditions, including but not limited to any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction of trading in securities; or

(iv) any material adverse change in the business or in the financial or trading position of the Group as a whole,

which is in the reasonable opinion of the Underwriter so material as to make it inappropriate, inadvisable or inexpedient to proceed with the Rights Issue, then the Underwriter may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by written notice to the Company at or before the Latest Time for Termination, terminate the Underwriting Agreement. If this happens, rights and obligations of the parties to the Underwriting Agreement shall cease immediately upon termination, save for the clauses relating to fees and expenses, announcements, indemnity, and governing law and process agent.

If (i) the Underwriter terminates the Underwriting Agreement; or (ii) either the Subscription Agreement A or the Placing Agent Agreement does not become unconditional, the Rights Issue will not proceed. Further details of conditions precedent of the Rights Issue and the Underwriting Agreement are set out in the paragraph headed "Conditions of the Rights Issue and the Underwriting Agreement" above in this section. In the event that any of these circumstances arise, further announcement will be made by the Company.

THE PLACING AGENT AGREEMENT

On 30 April 2025 (after trading hours), the Company and the Placing Agent entered into the Placing Agent Agreement, pursuant to which the Placing Agent has agreed to procure Placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares. Details of the Placing Agent Agreement are as follows:

Date	:	30 April 2025 (after trading hours) and as supplemented by an amendment deed dated 22 May 2025
Placing Agent	:	Great Bay Securities Limited was appointed as the placing agent to place, or procure the placing of, a maximum of 108,658,608 Unsubscribed Rights Shares, on a best effort basis, to the Placee(s).

The Placing Agent was interested in 804,000 Shares as at the Latest Practicable Date, representing approximately 0.16% of the total number of existing issued Shares. It acted as overall coordinator and placing agent for a top-up placing of the Company under general mandate in July 2024, details of which are set out in the announcements of the Company dated 8 July 2024 and 17 July 2024.

The Placing Agent has confirmed that it is an independent third party of and not acting in concert with the Underwriter, the Subscribers and their respective parties acting in concert with them.

Placing commission payable to the Placing Agent	:	2% of the gross proceeds from successful placements of Unsubscribed Rights Shares.
Placing price of the Unsubscribed Rights Shares	:	The placing price of the Unsubscribed Rights Shares shall be not less than the Issue Price. The final price will be determined based on the demand for and market conditions of the Unsubscribed Rights Shares during the Placing.
Placees	:	The Unsubscribed Rights Shares shall only be offered by the Placing Agent to Placee(s) who shall be Independent Third Party of, not acting in concert with and not connected with the Underwriter, the Subscribers and their respective parties acting in concert with them and/or any of the Company's connected persons.
Ranking of Unsubscribed Rights Shares	:	The Unsubscribed Rights Shares shall rank *pari passu* and carry the same rights and privileges in all respects among themselves and with the Shares then in issue.

Placing conditions : The Placing is subject to and conditional upon the following conditions being fulfilled:

(a) all necessary resolutions approving or ratifying (as the case may be) the Placing Agent Agreement and the transactions contemplated thereunder having been duly passed by the Independent Shareholders in accordance with the requirements of the Listing Rules and the Takeovers Code at the SGM no later than the Prospectus Posting Date;

(b) the Listing Committee having granted approval (subject to allotment) for the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and such approval not having been subsequently revoked or withdrawn;

(c) all necessary internal and external authorisations, consents, approvals and filings for the entering into and completion of the Placing Agent Agreement, the Rights Issue and the transactions contemplated thereunder, including but not limited to the consent of the Executive in relation to the Placing Agent Agreement and the transactions contemplated thereunder as a "special deal" under Rule 25 of the Takeovers Code, having been obtained or duly filed (as applicable) by the Company and such consents and approvals remaining in full force and effect;

(d) all necessary internal and external authorisations, consents, approvals and filings for the entering into and completion of the Placing Agent Agreement, the Rights Issue and the transactions contemplated thereunder having been obtained or duly filed (as applicable) by the Placing Agent and such consents and approvals remaining in full force and effect;

(e) the Placing Agent Agreement not being terminated pursuant to the terms thereof; and

(f) each of the Subscription Agreement A and the Underwriting Agreement having been entered into by the parties thereto and having become unconditional and not terminated pursuant to the terms thereof.

None of the above conditions precedent is capable of being waived. As at the Latest Practicable Date, condition precedent (a) had been fulfilled, while the other conditions had not been fulfilled.

In respect of condition precedent (a), the relevant resolution in respect of the Placing Agent Agreement and the transactions contemplated thereunder was duly passed at the SGM. In accordance with 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, and had abstained, from voting on the relevant resolutions to approve the Placing Agent Agreement and the transactions contemplated thereunder at the SGM. Save as disclosed in this paragraph, no other Shareholder was involved or interested in or had a material interest in the Placing Agent Agreement and the transactions contemplated thereunder and was otherwise required to abstain from voting on the relevant resolutions to approve the Placing Agent Agreement and the transactions contemplated thereunder at the SGM.

In respect of condition precedent (c), the Executive consented to the Placing Agent Agreement and the transactions contemplated thereunder as a "special deal" under Rule 25 of the Takeovers Code on 19 August 2025.

Placing period	:	The period from Tuesday, 23 September 2025 up to 4:00 p.m. on Wednesday, 24 September 2025, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements.

The terms of the Placing Agent Agreement (including the placing commission) were determined after arm's length negotiation between the Placing Agent and the Company with reference to the size of the Rights Issue and the then market rate of commission and are on normal commercial terms. The Directors consider that the terms of the Placing Agent Agreement are fair and reasonable.

Given that the Compensatory Arrangements would provide a compensatory mechanism for the No Action Shareholders, the Directors consider that the Compensatory Arrangements are in the interest of the minority Shareholders.

FUNDRAISING ACTIVITY OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not conducted any fundraising exercise involving issue of equity securities during the 12 months immediately preceding the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE

The Group is principally engaged in (i) medical equipment and consumables distribution and service business; and (ii) hospital operation and management services business, which together represent its core revenue streams. It previously operated two additional business segments, namely business factoring, and the research and development and sale of functional food through the Jinmei Group. However, the business factoring segment was discontinued following the expiry of its license in June 2024, while the functional food segment was discontinued following the completion of the Settlement Deed.

Over the past decades, the Group has been dedicated to the development and provision of healthcare-related services in the PRC, including hospital management and operations, as well as the sale and marketing of medical equipment and consumables, with a particular emphasis on coronary heart disease. Despite its established presence in the PRC healthcare sector, the Group has in recent years encountered operational and financial headwinds stemming from both macroeconomic conditions and sector-specific challenges.

Since the outbreak of COVID-19 in 2019, the Group's business has experienced significant disruptions. These challenges were further exacerbated by the gradual implementation of national healthcare reforms since 2022. Key objectives of the reforms included improving cost-effectiveness within the medical and national insurance systems, curbing excessive treatments and charges, centralising procurement of medical supplies, and standardising treatment and reimbursement costs. In response to the increasing pricing pressure of its medical equipment and consumables distribution business and reducing demand of hospital services, the Group has continued to adjust its operational strategies, capital deployment, and service models to maintain an appropriate business scale, manage operational risks, and identify new growth opportunities under the evolving regulatory environment.

Notwithstanding these efforts, the Group has been loss-making for the past few years and is facing liquidity pressure. The situation is further aggravated by the outstanding Judgment Debt, which remains unpaid following the ruling by the Court of Appeal, placing the Group under an imminent and genuine threat of winding-up proceedings, details of which are set out in the announcement of the Company dated 21 October 2024. Moreover, the Company had received a letter from the legal representatives of Ever True in November 2024 claiming its right to accelerate the payment of the Promissory Note issued by the Company as consideration for the Jinmei Acquisition for the reason that the cross-default clause has been triggered as a result of the Judgment Debt. As part of the Group's restructuring efforts to restore long-term financial stability, the parties entered into the Settlement Deed on 3 July 2025, which was subsequently completed, details of which are set out in the Settlement Deed Announcement and the announcement of the Company dated 18 July 2025.

In light of these circumstances, the Company explored a range of financing alternatives, including bank borrowings, share placements, convertible bonds, and restructuring plans. The Group has limited collateral available to secure external financing. Combined with ongoing operational losses and the imminent threat of enforcement actions or winding-up petitions, the Group's credit profile has significantly weakened. After careful evaluation, the Directors have concluded that securing bank loans or other debt financing is highly improbable under this circumstances. Debt financing is therefore considered an impractical and unviable option for addressing the Group's financial challenges and its need for capital to support ongoing operations and future development.

Subscriber A emerged as the investor who is prepared to provide immediate capital support. After extensive negotiations, the Company and Subscriber A formulated the Proposal, comprising the proposed Subscriptions, Rights Issue and Placing, which the Board considers to be a necessary and strategic financial restructuring to address both the Group's liquidity needs and long-term business sustainability. Shareholders may refer to the Circular for the details in relation to, among other things, the Subscriptions, the Special Deals, the Whitewash Waiver and other information regarding the Proposal.

The Proposal is the outcome of exhaustive consideration of all possible alternatives including bank loans, share placements, convertible bond issuances and debt restructuring. However, the Company's distressed financial position and lack of sufficient collateral made these options impracticable. To attract investors willing to bear the risk associated with the Group's financial distress, the Subscriptions were structured with a relatively large discount to then market price and a sizable capital raising component.

In this regard, the Directors consider the Rights Issue as an essential component of the capital raising plan, as it offers Qualifying Shareholders the opportunity to subscribe for the Rights Shares at the same price as the Subscribers. The Rights Issue not only helps partially mitigate the dilution impact for Shareholders who elect to participate, but also raises additional capital of approximately HK$14.7 million to support the Group's business operations and development. The Rights Issue also allows the Qualifying Shareholders who choose not to take up their entitlements to benefit by selling their nil-paid rights.

The Rights Issue, along with the Subscriptions, would develop a permanent equity base, reduce reliance on debt financing and establish a more sustainable capital structure for the Group. The Board believes the Proposal, including the Rights Issue, strikes a balance between securing critical funding and minimising dilution for existing shareholders.

Moreover, the Deed of Covenants and Undertaking from Mr. Zhang and the Underwriter, alongside the underwriting commitment, further demonstrate their confidence in and support for the Group's future development.

Having considered the factors above, the Directors consider that the terms of the Rights Issue are fair and reasonable, and raising funds through the Rights Issue are in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

Assuming there being no new issue or repurchase of Shares on or before the Record Date, the estimated gross proceeds and net proceeds from the Subscriptions and the Rights Issue (after deducting all fees, costs and expenses estimated to be incurred by the Company in connection with the Subscriptions and the Rights Issue) are expected to be approximately HK$84.7 million and HK$80.9 million, respectively. The estimated net Subscription Price and Issue Price, after deducting such fees, costs and expenses, are therefore both at approximately HK$0.095 per Subscription Share and Rights Share.

The net proceeds from the Subscriptions and the Rights Issue are intended to be applied in the following manner:

(a) as to approximately HK$65.3 million for settlement of payables of the Group including: (i) approximately HK$31.2 million for repayment of the Judgment Debt; (ii) approximately HK$15.5 million for settlement of loans (including estimated interest) to the Group which bear interest at 6.5% per annum, are unsecured and repayable on demand; (iii) approximately HK$3.6 million for settlement of overdue salaries of employees of the Group; (iv) approximately HK$5.1 million for the settlement of certain professional fees (save for those relating to the Subscriptions and the Rights Issue); and (v) approximately HK$9.9 million for settlement of overdue Directors remuneration;

(b) as to HK$12 million for repayment of principal amount of the Settlement Note; and

(c) as to the balance amounted to approximately HK$3.6 million as working capital of the Group for payment of daily operating expenses (including staff costs and rental expenses) and settlement of the amount due to suppliers.

Further announcement will be made as and when appropriate if there is a change of use of proceeds.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after Subscription Completion and completion of the Rights Issue, assuming full acceptance by all Qualifying Shareholders; (iii) immediately after Subscription Completion and completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Mr. Zhang and the Underwriter who shall take up their respective entitlements) have taken up any entitlements of the Rights Shares and all the Unsubscribed Rights Shares are fully placed to the Placees ("**Scenario I**"); and (iv) immediately after Subscription Completion and completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Mr. Zhang and the Underwriter who shall take up their respective entitlements) have taken up any entitlements of the Rights Shares and all the Untaken Rights Shares are taken up by the Underwriter ("**Scenario II**").

(A) Assuming no Share Options are exercised prior to the closure date of register of members for determining entitlements to the Rights Issue:

Shareholders	As at the Latest Practicable Date *No. of Shares*	*%*	Following Subscription Completion and completion of the Rights Issue (assuming full acceptance by all Qualifying Shareholders) *No. of Shares*	*%*	Scenario I *No. of Shares*	*%*	Scenario II *No. of Shares*	*%*
Mr. Zhang together with his associates and concert parties (including the Underwriter) *(Note 1)*	137,299,400	27.93	178,489,220	13.33	178,489,220	13.33	284,792,828	21.26
Mr. Wang Jingming (a non-executive Director)	2,850,600	0.58	3,705,780	0.28	2,850,600	0.21	2,850,600	0.21
Mr. Xing Yong (an executive Director)	139,800	0.03	181,740	0.01	139,800	0.01	139,800	0.01
Mr. Ying and his concert parties:								
Mr. Ying and Subscriber A *(Note 2)*	16,211,900	3.30	521,075,470	38.91	516,211,900	38.55	516,211,900	38.55
Subscriber B	–	–	100,000,000	7.47	100,000,000	7.47	100,000,000	7.47
Subscriber C	–	–	100,000,000	7.47	100,000,000	7.47	100,000,000	7.47
Sub-total	16,211,900	3.30	721,075,470	53.85	716,211,900	53.49	716,211,900	53.49
Placees	–	–	–	–	106,303,608	7.93	–	–
Other public Shareholders	335,143,063	68.16	435,685,981	32.53	335,143,063	25.03	335,143,063	25.03
Total	**491,644,763**	**100.00**	**1,339,138,191**	**100.00**	**1,339,138,191**	**100.00**	**1,339,138,191**	**100.00**

Notes:

1) *As at the Latest Practicable Date, Mr. Zhang was directly interested in 1,307,400 Shares and indirectly interested in 135,992,000 Shares through the Underwriter, the entire issued share capital of which is owned by Mr. Zhang.*

2) *As at the Latest Practicable Date, Mr. Ying was directly interested in 16,211,900 Shares. The entire issued share capital of Subscriber A is owned by Mr. Ying.*

(B) Assuming all Share Options (save for those subject to the Optionholders' Undertakings) having been exercised before the closure date of register of members for determining entitlements to the Rights Issue:

Shareholders	As at the Latest Practicable Date No. of Shares	%	Upon exercise of all Share Options (save for those subject to the Optionholders' Undertakings) No. of Shares	%	Following Subscription Completion and completion of the Rights Issue (assuming full acceptance by all Qualifying Shareholders) No. of Shares	%	Scenario I No. of Shares	%	Scenario II No. of Shares	%
Mr. Zhang together with his associates and concert parties (including the Underwriter) *(Note 1)*	137,299,400	27.93	137,299,400	27.49	178,489,220	13.23	178,489,220	13.23	287,147,828	21.28
Mr. Wang Jingming (a non-executive Director)	2,850,600	0.58	2,850,600	0.57	3,705,780	0.27	2,850,600	0.21	2,850,600	0.21
Mr. Xing Yong (an executive Director)	139,800	0.03	139,800	0.03	181,740	0.01	139,800	0.01	139,800	0.01
Mr. Ying and his concert parties:										
Mr. Ying and Subscriber A *(Note 2)*	16,211,900	3.30	16,211,900	3.25	521,075,470	38.62	516,221,900	38.26	516,211,900	38.26
Subscriber B	–	–	–	–	100,000,000	7.41	100,000,000	7.41	100,000,000	7.41
Subscriber C	–	–	–	–	100,000,000	7.41	100,000,000	7.41	100,000,000	7.41
Sub-total	16,211,900	3.30	16,211,900	3.25	721,075,470	53.44	716,221,900	53.08	716,221,900	53.08
Placees	–	–	–	–	–	–	108,658,608	8.05	–	–
Other public Shareholders	335,143,063	68.16	342,993,063	68.66	445,890,981	33.05	342,993,063	25.42	342,993,063	25.42
Total	**491,644,763**	**100.00**	**499,494,763**	**100.00**	**1,349,343,191**	**100.00**	**1,349,343,191**	**100.00**	**1,349,343,191**	**100.00**

Notes:

1) *As at the Latest Practicable Date, Mr. Zhang was directly interested in 1,307,400 Shares and indirectly interested in 135,992,000 Shares through the Underwriter, the entire issued share capital of which is owned by Mr. Zhang.*

2) *As at the Latest Practicable Date, Mr. Ying was directly interested in 16,211,900 Shares. The entire issued share capital of Subscriber A is owned by Mr. Ying.*

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the appendices to this Prospectus.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES

Shareholders and potential investors of the Company should note the Subscriptions 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.

In addition, the Rights Issue is conditional upon, among other things, the Subscription Agreement A and the Placing Agent Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the paragraph headed "Termination of the Underwriting Agreement" in the section headed "The Underwriting Agreement" above). Accordingly, the Rights Issue may or may not proceed.

The Shares have been dealt in on an ex-rights basis from Monday, 25 August 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Friday, 5 September 2025 to Friday, 12 September 2025. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled and/or waived (as the case may be) (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

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

Yours faithfully,
For and on behalf of the Board
China Health Group Limited
Chung Ho
Chief executive officer and executive Director

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Group for the three years ended 31 March 2023, 2024 and 2025 are disclosed in the following documents which have been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.ch-groups.com):

(i) the audited financial information of the Group for the year ended 31 March 2023 is disclosed in the annual report of the Company for the year ended 31 March 2023 published on 31 July 2023, from pages 66 to 155 (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0731/2023073100007.pdf);

(ii) the audited financial information of the Group for the year ended 31 March 2024 is disclosed in the annual report of the Company for the year ended 31 March 2024 published on 31 July 2024, from pages 74 to 175 (https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0731/2024073100017.pdf); and

(iii) the audited financial information of the Group for the year ended 31 March 2025 is disclosed in the annual report of the Company for the year ended 31 March 2025 published on 25 July 2025, from pages 83 to 177 (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0725/2025072500043.pdf).

2. STATEMENT OF INDEBTEDNESS

Bank and other borrowings

At the close of business on 31 July 2025, being the latest practicable date of this indebtedness statement prior to the printing of this Prospectus, the Group had total outstanding principal borrowing of approximately HK$5,490,000 owed to a bank. The bank borrowing carries a contractual interest rate at the loan prime rate minus 50 basis points per annum. This bank borrowing is unsecured, guaranteed by a third-party assurance, and repayable within one year.

As of the close of business on 31 July 2025, which is the latest practicable date for this indebtedness statement prior to the printing of this Prospectus, the Group had total outstanding other borrowings of approximately HK$24,659,000 and HK$1,649,000 owed to certain independent third parties and a Director, respectively. The borrowings of HK$20,280,000 carry an interest rate of 6.5% per annum, are unsecured, non-guaranteed, and repayable on demand. The borrowings of HK$6,028,000 are interest-free, unsecured, non-guaranteed, and have no fixed repayment terms.

Lease liabilities

As of 31 July 2025, the Group had outstanding lease liabilities of approximately HK$980,000, which consist of 4 leases for leasehold lands and buildings, typically spanning periods of 2 to 3 years. These leases do not impose any financial covenants. The minimum lease payments due within one year and beyond one year were approximately HK$687,000 and HK$293,000, respectively. The incremental borrowing rates applied to the measurement of lease liabilities ranged from 7.52% to 7.99%. The lease liabilities are not secured by any form of guarantee, collateral, or third-party assurance.

Save as disclosed above, and apart from intra-group liabilities and normal trade payables, the Directors were not aware of the Group having any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other contingent liabilities.

3. SUFFICIENCY OF WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that, after taking into account the net proceeds from the Subscriptions and the Rights Issue (in the absence of any unforeseen circumstances) and the financial resources available to the Group (including internally generated funds and available facilities), the Group will have sufficient working capital for its present requirements and for at least the next twelve months from the date of this Prospectus.

4. MATERIAL ADVERSE CHANGE

The Directors confirmed that there had been no material adverse change in the financial or trading position of the Group since 31 March 2025 (being the date to which the latest published audited financial statements of the Group were made up) and up to and including the Latest Practicable Date.

5. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in (i) medical equipment and consumables distribution and service business; and (ii) hospital operation and management services business, which together represent its core revenue streams.

During the year, economy of the PRC continued its recovery trajectory, underpinned by structural reforms and policy support from the central government. The emergence of new quality productive forces and revitalisation of the capital market have contributed to renewed investor confidence and reinforced Hong Kong's position as a leading international financial centre. These developments have laid a favourable foundation for the next phase of economic and social growth. With ongoing urbanisation and an aging population, the healthcare industry is expected to remain a key pillar of future development, presenting significant opportunities for the Group's expansion.

Despite this broader economic recovery, the Group encountered unprecedented challenges over the past year. These included a decline in performance across existing operations, the underperformance of the new distribution business, and difficulties in recovering substantial accounts receivable. In addition, the adverse outcome of the Judgment Debt triggered the cross-default clause, accelerating the payment of the Promissory Note issued as consideration for the Jinmei Acquisition. These factors placed considerable pressure on the Group's short-term cash flow and raising concerns about its going concern status.

As disclosed in the annual report of the Group for the year ended 31 March 2025, the Company's auditor expressed a disclaimer of opinion on multiple uncertainties related to going concern for the year ended 31 March 2025. In response, the Board took decisive steps to stabilise the Group's financial position. The Company entered into the Subscription Agreements with the Subscribers to introduce new controlling Shareholders and, in parallel proposed the Rights Issue to existing Shareholders to repay outstanding debts and strengthen its capital base. The Group recorded audited consolidated net liabilities and net tangible liabilities attributable to the Shareholders of approximately HK$7.7 million and HK$21.5 million as at 31 March 2025 respectively. As shown in the pro forma financial information of the Group contained in appendix II to this Prospectus, on the basis that both of the Subscriptions and the Rights Issue had been completed on 31 March 2025, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the Shareholders would be approximately HK$59.4 million. As set out in the paragraph headed "Sufficiency of working capital" above, after taking into account the net proceeds from the Subscriptions and the Rights Issue (in the absence of any unforeseen circumstances) and the financial resources available to the Group (including internally generated funds and available facilities), the Directors are of the opinion that the Group will have sufficient working capital for its present requirements and for at least the next twelve months from the date of this Prospectus. The bank borrowing of the Group will be repayable in February 2026 and the Group intends to apply for renewal and/or extension of settlement arrangement around end of this year. Accordingly, all of these can assist the Company to address the disclaimer audit opinion relating to the going concern issue. Furthermore, the Company entered into the Settlement Deed in July 2025 to resolve the related disputes arising the aforesaid cross-default event. The Board believes that the successful execution of the Proposal and the completion of the equity restructuring will significantly enhance the Group's financial position and support its long-term growth.

Looking ahead to the new financial year, with the support of new controlling Shareholders and the additional capital raised, the Group is well-positioned to navigate its current challenges. The Group will continue to focus on strengthening its core operations while proactively exploring strategic partnerships, industry integration, and potential business opportunities. The Board is confident that through coordinated efforts in the coming years, the Group can overcome its current difficulties, rebuild momentum, and create value for its Shareholders.

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Subscriptions and the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and position for the financial periods concerned.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 March 2025 (the "**Unaudited Pro Forma Financial Information**") which has been prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the Subscriptions and the Rights Issue on the audited consolidated net tangible liabilities of the Group attributable to equity holders of the Company as at 31 March 2025 as if the Subscriptions and the Rights Issue had taken place on 31 March 2025.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated net liabilities of the Group attributable to equity holders of the Company as at 31 March 2025, which has been extracted from the published annual report of the Company dated 4 July 2025, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared by the Directors for illustrative purpose only, based on the judgments and assumptions of the Directors, and because of its hypothetical nature, may not give a true picture of the consolidated net tangible assets of the Group attributable to equity holders of the Company had the Subscriptions and the Rights Issue been completed as at 31 March 2025 or at any future date.

	Audited consolidated net tangible liabilities of the Group attributable to equity holders of the Company as at 31 March 2025	Estimated net proceeds from the Subscriptions and the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 March 2025 after completion of the Subscriptions and the Rights Issue
	(Note 1)	*(Note 2)*	
	HK$'000	*HK$'000*	*HK$'000*
	(21,473)	80,900	59,427
Audited consolidated net tangible liabilities per Share attributable to equity holders of the Company before completion of the Subscriptions and the Rights Issue *(Note 3)*			HK(4.37) cents
Unaudited consolidated net tangible assets per Share attributable to equity holders of the Company after completion of the Subscriptions and the Rights Issue *(Note 4)*			HK4.43 cents

Notes:

1. As of 31 March 2025, the consolidated net tangible liabilities of the Group attributable to equity holders of the Company amount to approximately HK$21,473,000. This figure was calculated using the equity attributable to the owners of the Company, which is approximately HK$7,663,000 (in negative), as extracted from the published annual report of the Company dated 4 July 2025 and excluding the carrying amounts of intangible assets and goodwill, which are approximately HK$249,000 and HK$13,561,000, respectively.

2. The estimated net proceeds from the Subscriptions and the Rights Issue of approximately HK$80.9 million is calculated based on (i) the sum of 700,000,000 Subscription Shares at the Subscription Price of HK$0.1 per Subscription Share; and 147,493,428 Rights Shares assuming to be issued on the basis of three (3) Rights Shares for every ten (10) shares at the Issue Price of HK$0.1 per Rights Share; and (ii) after deduction of estimated related expenses of approximately HK$3.8 million.

3. Based on 491,644,763 Shares in issue as at the Latest Practicable Date (i.e. before completion of the Subscriptions and the Rights Issue).

4. Based on a total number of 1,339,138,191 Shares, which includes (i) 491,644,763 Shares in issue as at the Latest Practicable Date (i.e. prior to the completion of the Subscriptions and the Rights Issue); (ii) 700,000,000 Subscription Shares; and (iii) 147,493,428 Rights Shares to be issued, assuming both of the Subscriptions and the Rights Issue having been completed on 31 March 2025.

5. No adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2025.

B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from Beijing Xinghua Caplegend CPA Limited, Certified Public Accountants, Hong Kong.

北京兴华
BEIJINGXINGHUA

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of China Health Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of China Health Group Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 March 2025 and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages II-1 to II-3 of the Company's prospectus dated 3 September 2025, in connection with the Subscriptions and the Rights Issue (collectively referred as the "**Transactions**") by the Company (the "**Prospectus**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-3 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Transactions on financial position as at 31 March 2025 as if the Transactions had taken place at 31 March 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 31 March 2025, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Our Independence and Quality Control Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transactions at 31 March 2025 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Beijing Xinghua Caplegend CPA Limited
Certified Public Accountants
Yeung Chun Wa
Practising Certificate Number P08421
Hong Kong
3 September 2025

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and following completion of the Subscriptions and the Rights Issue (assuming no further issue or repurchase of Shares on or before the completion of the Subscriptions and the Rights Issue) will be as follows:

(i) As at the Latest Practicable Date

Ordinary shares

Authorised ordinary share capital:		*HK$*
100,000,000,000	Shares of HK$0.1 each	10,000,000,000
Issued and paid-up ordinary share capital:		
491,644,763	Shares of HK$0.1 each	49,164,476.3

Redeemable convertible cumulative preference shares

Authorised share capital:		*US$*
15,000	preference shares of US$0.01 each	150

Issued and paid-up preference share capital: nil

(ii) Immediately following the completion of the Subscriptions and the Rights Issue (assuming no other issue or repurchase of Shares up to completion of the Subscriptions and the Rights Issue save for the issue of the Subscription Shares and the Rights Shares)

Authorised ordinary share capital:		*HK$*
100,000,000,000	Shares of HK$0.1 each	10,000,000,000
Issued and paid-up ordinary share capital:		
491,644,763	Shares of HK$0.1 each	49,164,476.3
700,000,000	Subscription Shares of HK$0.1 each to be issued pursuant to the Subscriptions	70,000,000.0
147,493,428	Rights Shares of HK$0.1 each to be issued pursuant to the Rights Issue	14,749,342.8
1,339,138,191	Shares of HK$0.01 each immediately following the completion of the Subscriptions and the Rights Issue	133,913,819.1

All the Shares rank *pari passu* with each other in all respects including the rights as to dividends, voting and return of capital. The Subscription Shares and the Rights Shares, when allotted, issued and fully paid, will rank *pari passu* and carry the same rights and privileges in all respects among themselves and with the Shares then in issue, including the right to receive all dividends and other distributions declared, paid or made thereon the record date of which falls on or after the date of issue.

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares and the Rights Shares (in both their nil-paid and fully-paid forms) to be issued and allotted pursuant to the Subscriptions and the Rights Issue respectively. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company did not have any treasury shares.

(iii) Share Options

As at the Latest Practicable Date, the Company had outstanding Share Options granted under the Share Option Scheme carrying rights for the holders thereof to subscribe for an aggregate of 19,050,000 new Shares, details of which are set out below:

Name or category of participant	**Number of Share Options held on the latest Practicable Date**	**Exercise period of Share Options**	**Exercise price of Share Options** *HK$*	**Date of grant of Share Options**
Directors				
Mr. Zhang (an executive Director)	400,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	400,000	21 October 2020 to 20 October 2030	1.8	20 October 2020
Mr. Chung Ho (an executive Director)	3,000,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
Mr. Wang Jingming (a non-executive Director)	300,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
Mr. Xing Yong (an executive Director)	400,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	3,000,000	21 October 2020 to 20 October 2030	1.8	20 October 2020
Mr. Huang Lianhai (a non-executive Director)	300,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	2,000,000	21 October 2020 to 20 October 2030	1.8	20 October 2020

Name or category of participant	Number of Share Options held on the latest Practicable Date	Exercise period of Share Options	Exercise price of Share Options *HK$*	Date of grant of Share Options
Mr. Jiang Xuejun (an independent non-executive Director)	400,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	400,000	21 October 2020 to 20 October 2030	1.8	20 October 2020
Mr. Du Yanhua (an independent non-executive Director)	300,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
Mr. Lai Liangquan (an independent non-executive Director)	300,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
Subtotal	11,200,000			
Employees	650,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	100,000	21 October 2020 to 20 October 2030	1.8	20 October 2020
Others *(Note)*	800,000	27 April 2020 to 25 April 2029	1.8	26 April 2019
	6,300,000	21 October 2020 to 20 October 2030	1.8	20 October 2020
Total	19,050,000			

Note: Share Options were granted to 14 business consultants of the Group which comprised of (i) Qiu Peiyuan, Huang Bin and He Lijuan, the former Directors who have become consultants of the Group providing advices on business development of the Group; (ii) a former employee of the Company, namely Ding Jiuru, who has subsequently become a consultant of the Group providing advices on financial operation of the Group; and (iii) consultants and business partners of the Group, namely, Zhong Bin, Liu Yanli, Rao Zhenan, Chan Nam, Hor Heng Siang, Yang Yongbin, Quo Wei, Lu Wenhui, Huang Hui and Wu Guanjie, who have provided business, legal or tax consultancy services or other professional services and introduced investment opportunities to the Group.

Save for the foregoing, the Company had no outstanding warrants, options or convertible securities in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

3. DISCLOSURE OF INTERESTS

(i) Interests of Directors and chief executives of the Company

At the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company or their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or (ii) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein, or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules (the "**Model Code**"), to be notified to the Company and the Stock Exchange, were as follows:

Name of director/ chief executive	Capacity	Interests in Shares (other than pursuant to share option)	Interests in underlying Shares pursuant to share option	Total interest in Shares and underlying Shares	Percentage of Shares and underlying Shares to issued Shares
Mr. Zhang *(Note 1)*	Through personal & corporate interest	137,299,400 (L)	800,000	138,099,400 (L)	28.09%
Mr. Chung Ho *(Note 2)*	Beneficial owner	–	3,000,000 (L)	3,000,000 (L)	0.61%
Mr. Xing Yong *(Note 2)*	Beneficial owner	139,800 (L)	3,400,000 (L)	3,539,800 (L)	0.72%
Mr. Wang Jingming *(Note 3)*	Beneficial owner	2,340,600 (L)	300,000 (L)	2,640,600 (L)	0.54%
Mr. Huang Lianhai *(Note 3)*	Beneficial owner	–	2,300,000 (L)	2,300,000 (L)	0.47%
Mr. Jiang Xuejun *(Note 4)*	Beneficial owner	–	800,000 (L)	800,000 (L)	0.16%
Mr. Du Yanhua *(Note 4)*	Beneficial owner	–	300,000 (L)	300,000 (L)	0.06%
Mr. Lai Liangquan *(Note 4)*	Beneficial owner	–	300,000 (L)	300,000 (L)	0.06%

Remark: (L): Long position

Notes:

1. Mr. Zhang is interested in 1,307,400 Shares through personal interest and 135,992,000 Shares through Treasure Wagon Limited which is a company incorporated in Samoa and the entire issued share capital of which is owned by Mr. Zhang. Mr. Zhang is the Chairman and an executive Director.

2. Each of Mr. Chung Ho and Mr. Xing Yong is an executive Director.

3. Each of Mr. Huang Lianhai and Mr. Wang Jingming is a non-executive Director.

4. Each of Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan is an independent non-executive Director.

Save as disclosed above, as of the Latest Practicable Date, so far as was known to the Directors, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or (ii) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein, or (iii) pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(ii) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors, the interests or short positions of the persons (not being Directors or chief executives of the Company) in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and/or required to be entered into the register maintained by the Company pursuant to section 336 of the SFO were as follows:

Name of substantial shareholders	Capacity/ Nature of interests	Interests in Shares	Interests in underlying Shares pursuant to equity derivatives	Total interests in Shares and underlying Shares	Approximate percentage of the issued share capital *(Note 5)*
Mr. Ying *(Note 1)*	Interest of controlled corporation	500,000,000	–	516,211,900 (L)	105%
	Beneficial owner	16,211,900			
Subscriber A *(Note 1)*	Beneficial owner	500,000,000	–	500,000,000 (L)	101.7%
Treasure Wagon Limited *(Note 2)*	Beneficial owner	135,992,000	–	135,992,000 (L)	27.66%
Subscriber B *(Note 3)*	Beneficial owner	100,000,000	–	100,000,000 (L)	20.34%
Ms. Ying *(Note 3)*	Interest of controlled corporation	100,000,000	–	100,000,000 (L)	20.34%
Subscriber C *(Note 4)*	Beneficial owner	100,000,000		100,000,000 (L)	20.34%

Remark: (L): Long position

Notes:

1. As at the Latest Practicable Date, Mr. Ying was directly interested in 16,211,900 Shares, and held the entire issued share capital of Subscriber A, which was directly interested in 500,000,000 Shares. On 30 April 2025, Subscriber A entered into the Subscription Agreement A with the Company in relation to the subscription of 500,000,000 Shares. Therefore, pursuant to Part XV of the SFO, in addition to the 16,211,900 Shares directly held by Mr. Ying, Mr. Ying is taken to be interested in the 500,000,000 Shares to be issued to Subscriber A upon the completion of the Subscriptions.

2. As at the Latest Practicable Date, the entire issued share capital of Treasure Wagon Limited was owned by Mr. Zhang, who is the Chairman and an executive Director.

3. As at the Latest Practicable Date, Ms. Ying held the entire issued share capital of Subscriber B, which was directly interested in 100,000,000 Shares. On 30 April 2025, Subscriber B entered into the Subscription Agreement B with the Company in relation to the subscription of 100,000,000 Shares. Therefore, pursuant to Part XV of the SFO, Ms. Ying is interested in the 100,000,000 Shares to be issued to Subscriber B upon the completion of the Subscriptions.

4. On 30 April 2025, Subscriber C entered into the Subscription Agreement C with the Company in relation to the subscription of 100,000,000 Shares. Therefore, as at the Latest Practicable Date, Subscriber C was directly interested in the 100,000,000 Shares to be issued to Subscriber C upon the completion of the Subscriptions.

5. The calculation is based on the number of Shares as a percentage of the total number of issued Shares as at the Latest Practicable Date (being 491,644,763 Shares).

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, the Company had not been notified by any persons (other than a Director or chief executive of the Company) who had an interest or a short position in the Shares or the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

4. DIRECTORS' SERVICES CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by such member of the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates was interested in any business apart from the business of the Group which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. DIRECTORS' INTEREST IN ASSETS, CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any asset which, since 31 March 2025, being the date to which the latest published audited financial statements of the Group were made up, had been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, save for the Underwriting Agreement, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group.

7. MATERIAL CONTRACTS

The following material contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) were entered into by members of the Group during the two years immediately preceding the date of this Prospectus up to and including the Latest Practicable Date:

(i) the Subscription Agreements;

(ii) the Underwriting Agreement;

(iii) the Placing Agent Agreement;

(iv) the termination agreement dated 18 October 2024 entered into between Zhongwei Health Industries (Shenzhen) Company Limited*（中衛健康產業(深圳)有限公司）(“**Zhongwei Health**”), a wholly-owned subsidiary of the Company, and Beijing Qihui Zhiyuan Information Technology Enterprise Partnership (Limited Partnership)*（北京啟慧智元信息科技合伙企業(有限合伙)）(“**Beijing Qihui**”), to terminate the proposed acquisition of certain limited partnership interest by Zhongwei Health in Beijing Qihui as disclosed in the announcements of the Company dated 5 July 2021 and 26 July 2021. Details of the termination agreement are set out in the announcement of the Company dated 18 October 2024;

(v) the placing and subscription agreement dated 8 July 2024 entered into among the Company, Treasure Wagon Limited and Great Bay Securities Limited, pursuant to which (i) Treasure Wagon Limited (as vendor) agreed to sell, and Great Bay Securities Limited (as overall coordinator and placing agent) agreed to procure on a best effort basis, not less than six places for up to 15,000,000 Shares (the “**Placing Share(s)**”) at the placing price of HK$0.80 per Placing Share (the “**Placing Price**”); and (ii) Treasure Wagon Limited (as subscriber) conditionally agreed to subscribe for, and the Company (as issuer) conditionally agreed to allot and issue, up to 15,000,000 Shares (being equivalent to the number of Placing Shares) at the subscription price of HK$0.80 per subscription share (being equivalent to the Placing Price). Details of the placing and subscription agreement are set out in the announcements of the Company dated 8 July 2024 and 17 July 2024;

(vi) the equity transfer agreement dated 5 July 2024 entered into among Zhongwei Health, the Company, ProteinT (Tianjin) Biotechnology Co., Ltd.（譜天(天津)生物科技有限公司）(“**ProteinT**”), Friendly Act Limited and Mr. Li Jie, pursuant to which Zhongwei Health (as purchaser) conditionally agreed to acquire, and ProteinT (as vendor) conditionally agreed to sell, the entire equity interest in ProteinT (Tianjin) Diagnostic, Co., Ltd.（譜天福信(天津)分子診斷技術有限公司）at an initial consideration of HK$46,666,667, which shall be satisfied by the allotment and issue of 58,333,333 initial consideration shares of the Company (as issuer) to ProteinT. The parties to the equity transfer agreement further entered into two supplemental agreements dated 31 October 2024 and 28 February 2025 to extend the long stop date to 28 February 2025 and 30 June 2025, respectively. As certain conditions precedent of the equity transfer agreement have not been fulfilled (or waived) by the extended long stop date of 30 June 2025 and no agreement was reached by the parties to further extend the extended long stop date, the equity transfer agreement and all rights and obligations of the parties shall terminate. Details of the equity transfer agreement, two supplemental agreements and the termination of the equity transfer agreement due to the expiry of long stop date are set out in the announcements of the Company dated 7 July 2024, 21 August 2024, 30 September 2024, 31 October 2024, 28 February 2025 and 30 June 2025;

(vii) the termination notice dated 23 April 2024 served by both of Long Heng and the Company to Double Bliss Investments Limited, Mr. Zhou Wang, Alpha Success International Limited, Ms. Tse Yuk Lan and Mr. Ho Pei Lin, pursuant to which Long Heng exercised its right under the exit clause of the sale and purchase agreement dated 6 February 2023, which was entered into among the parties in relation to the acquisition of 51% of the total issue share capital of Golden Alliance Limited (being the sale shares), to return the aforesaid sale shares to Double Bliss Investments Limited, Mr. Zhou Wang and Alpha Success International Limited. Details of the termination notice are set out in the announcement of the Company dated 23 April 2024;

(viii) the Jinmei Acquisition Agreement dated 12 October 2023 entered into among Long Heng, the Company, Ever True and Ms. Ma Xiaoming, pursuant to which Long Heng (as purchaser) conditionally agreed to acquire, and Ever True (as vendor) conditionally agreed to sell (the performance of which was guaranteed by Ms. Ma Xiaoming (as guarantor)), the entire equity interest in Jinmei, at a consideration of HK$146,000,000, which shall be satisfied by way of issue of the Promissory Note by the Company (as issuer) to Ever True. Details of the Jinmei Acquisition Agreement are set out in the announcements of the Company dated 12 October 2023, 1 November 2023, 15 November 2023 and 16 November 2023; and

(ix) the Settlement Deed dated 3 July 2025 entered into among Long Heng, the Company, Ever True and Ms. Ma Xiaoming, pursuant to which (i) Ever True conditionally agreed to return the original copy of the Promissory Note to the Company for cancellation; (ii) Long Heng conditionally agreed to transfer the entire equity interest in Jinmei for a nominal consideration of HK$1; and (iii) Long Heng conditionally agreed to pay Ever True a sum of HK$12 million by the issuance of the Settlement Note by the Company. Upon completion of the Settlement Deed on 18 July 2025, the Jinmei Acquisition Agreement set out in paragraph (viii) above has terminated immediately and unconditionally. Details of the Settlement Deed are set out in the Settlement Deed Announcement and the announcement of the Company dated 18 July 2025.

8. LITIGATION

As at the Latest Practicable Date, save as follows, no member of the Group was engaged in any litigation or claims of material importance and there was no litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group:

A writ was filed by the Company against the People's Government of Shuangluan District, Chengde City (as first defendant) and Shuangluan District, Chengde City Hospital (as second defendant) in the Intermediate People's Court of Chengde City, Hebei Province on 1 August 2024 and which was accepted by the court on 12 September 2024 in relation to a loan in the principal amount of RMB67.60 million owed by the first defendant to the Company (the "**Chengde Proceedings**"). Details of the Chengde Proceedings are set out in the announcement of the Company dated 13 September 2024.

9. EXPERT AND CONSENT

The qualifications of the expert who has given opinions, letters or advice contained in this Prospectus are set out below:

Name	Qualification
Beijing Xinghua Caplegend CPA Limited	Certified Public Accountants, Registered Public Interest Entity Auditor

The above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its letter, advice, report and/or references to its names, in the form and context in which they are respectively included.

As at the Latest Practicable Date, the above expert was not beneficially interested in the share capital of any member of the Group or had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for any securities in any member of the Group, nor did it have any interest, either directly or indirectly, in the assets which have been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group, since 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

10. EXPENSES

The expenses payable by the Company in connection with the Subscriptions, the Rights Issue, the Placing Agent Agreement, the Underwriting Agreement and the Whitewash Waiver, including printing, registration, translation, legal, financial advisory, accounting and other professional fees, are estimated to be approximately HK$3.8 million.

11. DIRECTORS OF THE COMPANY

Name	Address
Executive Directors	
Mr. Zhang Fan	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Mr. Chung Ho	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Mr. Xing Yong	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Non-executive Directors	
Mr. Huang Lianhai	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Mr. Wang Jingming	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Independent non-executive Directors	
Mr. Jiang Xuejun	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Mr. Du Yanhua	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong

Name	Address
Mr. Lai Liangquan	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
Ms. Yang Huimin	Unit 801, 8/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong

Executive Directors

Mr. Zhang Fan, aged 60, graduated from the Engineering Department of Changsha University of Science and Technology with a Bachelor Degree in engineering, majoring in engineering machinery. From April 1989 to November 2016, he served at CSG Holding Co., Ltd. (which is listed on the Shenzhen Stock Exchange with stock code: 000012), and held a number of important positions with CSG Holding Co., Ltd. or its subsidiaries. Mr. Zhang has long been engaged in enterprise management, and in particular has accumulated extensive management experience in corporate standardisation, regulation and information development. He has in-depth understanding of the relevant industries, and was president of the Guangdong Glass Association. He was appointed as executive Director on 16 December 2016 and the Chairman on 11 December 2017.

Mr. Chung Ho, aged 62, graduated from Shanghai Railway University with a Bachelor degree in Science and Technology and from the Central University of Finance and Economics with a Master degree in Economics. He has over 30 years of experience in investment, financing, corporate management and other areas and has worked in several investment institutions and companies in Mainland China and Hong Kong as senior manager and director. He was appointed as executive Director on 28 December 2012 and the chief executive officer of the Company on 11 December 2017.

Mr. Xing Yong, aged 60, a senior engineer, graduated from Huaqiao University majoring in mechanical manufacturing. In 2004, Mr. Xing formed a Hong Kong company conducting the business of trading and shipping agency for customers from the United States, Europe and South Africa. Mr. Xing was appointed as the deputy general manager of Shenzhen Teamrun Investment Development Company Limited since 2015 and oversees commercial real estate development projects. He was appointed as non-executive Director on 18 June 2016 and has been re-designated from a non-executive Director to an executive Director on 22 August 2024.

Non-executive Directors

Mr. Wang Jingming, aged 68, graduated from the Fourth Military Medical University and the Third Military Medical University and received a bachelor's degree in Medicine and a master's degree in Surgery respectively. In his career of hospital management from 1994, he served as the president of the 251st Hospital of the People's Liberation Army, Chang'an Hospital in Xi'an, Beijing Beiya Orthopedics Hospital, Nanchang 334 Hospital as president, Chengde City Shuangluan District People's Hospital, Cheng Du Qing Cheng Mt. Hospital, Hebei Hua'Ao Hospital. Mr. Wang has long been focused on theoretical research and practice of hospital operating mechanism, management model, development direction. He was awarded 8 military science and technology achievement awards and medical achievement awards, of which "The Research of Military Center Hospital Management New Model" awarded the second prize of military science and technology progress as the primary researcher, and he has published over 80 articles on hospital management and medical professional academic papers. He was the editor-in-chief of "Hospital Management New Model", "Health 4.0 Smart Hospital Management Model" and "Health 4.0 Hospital Mode".

During the 5 years when he served as president in the 251st Hospital, the hospital obtained sustainable and rapid development, accessed to social benefits and economic benefits double harvest. The hospital was named "Hospital Operating Mechanism Research Base", "Model Digital Trial Hospitals" by the Ministry of Health, and the "Advanced Unit of the Army in Hospital Informatization" by the General Logistics Department of the PLA. Mr. Wang Jingming was honoured "The Most Leading Chinese Hospital President Innovation Award", "China Outstanding CIO", "Excellent Hospital President of the Army", "Outstanding Contribution of Promoting Construction of China's Informatization", etc. He was also elected as a standing member of the Information Management Committee, a vice chairman of the Chinese Hospital Statistics Committee, a member of the Chinese Health Information Association, a standing member of the Military Hospital Economic Management Committee of Chinese Hospital Association and an expert on special allowance of the military.

As the president of Chang'an Hospital for more than three years, the number of beds increased from 300 to more than 1,000, and medical income increased from RMB120 million to RMB400 million, rising the Shaanxi provincial tertiary hospital rank from No. 48 to No. 12; it participated in the Ministry of Health electronic medical system function evaluation, and won the first place in the national inspection and evaluation; and participated in the US HIMMS, representing the first sixth level certified hospital in the PRC.

When he served as the president of 334 Hospital for 1 year, it completed the overall introduction of new model hospital management, and the overall management level, service capacity, brand image were significantly improved, outpatient, inpatient beds increased by 1 time, hospital income increased by over 90%, and the hospital was certified tertiary hospital qualification.

In September 2015, he served as the president of Chengde City Shuangluan District People's Hospital, where he applied "Jingming Model" to promote the overall development of the hospital. With no changes in the conditions, personnel and equipment of the old hospital area, the admission and treatment capabilities, technical standards and employee mental outlook of employees of the hospital have been significantly improved; after moving to the new hospital area, although there are no residents around, the development momentum of the hospital has not diminished with great improvement in the hospital's technical standards and diagnosis and treatment capabilities. In 2017, at the "Primary Hospital Reform Forum" held by the National Health and Family Planning Commission in the hospital, Shuangluan District People's Hospital introduced its experience. The annual income of the hospital also increased from more than RMB20 million to RMB120 million.

In January 2021, he served as the president of Cheng Du Qing Cheng Mt. Hospital, where he had actively promoted the construction of the Healthcare 4.0 hospital and the promotion of the Jingming model. Since its opening in May 2021, the organisational structure, job responsibilities, workflow, cost accounting and performance management mechanisms of the hospital have been generally completed. The hospital is on the fast track of development.

He was appointed as the President and General Manager of Hebei Hua'Ao Hospital of Zhangjiakou in January 2024. He implemented the enterprise, intellectualisation and standardisation of hospital management according to his "Health 4.0 Mode". Through the reconstruction of the hospital organisation, introducing of post competition, optimisation of business process, and the adoption of total cost management, performance management and OKR management, he achieved the hospital staff reduction and efficiency increase, thus making a business growth of above 50% among a half of year. The hospital strived to achieve the goal of being "The national renowned 'Health 4.0' tertiary care hospital, topped in Zhangjiakou and pioneering in Hebei".

He was appointed as the executive Director on 15 May 2014 and has been re-designated from the executive Director to non-executive Director on 18 October 2021.

Mr. Huang Lianhai, aged 44, graduated from the Central South University of Forestry and Technology College of Law in 2005. Mr. Huang worked as an assistant solicitor in Guangdong Hopesun Law Firm from June 2005 to December 2007. Mr. Huang has worked in Guangdong Lawsons Law Office from August 2008 to August 2020. Currently, he is the legal and auditing director and the chairman of the supervisory board of Orinko Advanced Plastics Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 688219). He was appointed as non-executive Director on 25 July 2017.

Independent non-executive Directors

Mr. Jiang Xuejun, aged 57, obtained a master's degree and doctoral degree in Cardiology from Tongji Hospital affiliated to Tongji Medical College of Huazhong University of Science & Technology in China. He was also a post-doctoral fellow at Pennsylvania State University and New York State University from June 1998 to June 2001. He has been a professor of Cardiology, chief physician and PhD tutor at Wuhan University Renmin Hospital since October 2001. Mr. Jiang mainly focuses on interventional cardiology and his research directions are coronary heart disease intervention and biomaterial application. He undertakes a number of national and provincial studies and has published numerous medical articles. He was appointed as independent non-executive Director on 21 February 2017.

Mr. Du Yanhua, aged 59, graduated from Wuhan University with a Bachelor degree in Virology and a Master degree in Radio Biophysics. He specialises in fields of biophysics, radiation biology and medicine, HIV/SIV vaccine design and construction, laboratory and primates animal immunisation, drug and vaccine manufacture, verification of vaccine and clinical trials declaration. He was a research assistant and a lecturer from in College of Life Sciences, Wuhan University from 1987 to 1992 and from 1992 to 2006 respectively. He worked as researcher and engineer in Zheng Tai Technical & Trade Limited in Wuhan from 2001 to 2005. He was also a visiting research scholar in The Aaron Diamond AIDS Research Center, New York from 2006 to 2008 and a research assistant in Aids Institute, LKS Faculty of Medicine in The University of Hong Kong from 2008 to 2012. He has been a technical manager in the Aids Institute, LKS Faculty of Medicine in The University of Hong Kong since March 2012, a senior project manager of Immuno Cure Limited since May 2015 and the chief executive officer of Shenzhen Yike Biotechnical Limited since October 2017. He was appointed as independent non-executive Director on 11 December 2017.

Mr. Lai Liangquan, aged 49, graduated from Xi'an Jiaotong University with a bachelor's degree in accounting in 2001. Mr. Lai is a PRC Certified Public Accountant and PRC Tax Agent. Mr. Lai is currently the chief financial officer of Kimou Environmental Holding Limited (a company listed on the Hong Kong Stock Exchange Limited (the "**Stock Exchange**"), stock code: 6805). Mr. Lai has been engaged in finance industry for 23 years. He is familiar with domestic and international accounting standards and Hong Kong listing rules and has extensive experience in financial management and corporate governance. He was appointed as independent non-executive Director on 5 March 2019.

Ms. Yang Huimin, aged 48, obtained a bachelor's degree in economics from Zhongnan University of Economics (now known as Zhongnan University of Economics and Law) in 1998 and a Master's degree of Management in Nanjing University in 2001. Ms. Yang is a non-practising member of the Chinese Institute of Certified Public Accountants (CPA) and holds the Chartered Financial Analyst qualification (CFA). Ms. Yang has extensive experience in company finance and listed company operations. In 2010 – 2014, she joined COFCO Property (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code: 000031) and successively became the vice general manager of the financial department, the general manager of the operation department and the vice general manager of the Shenzhen Centre City Company. In 2014 – 2015, Ms. Yang was appointed as the chief financial officer and secretary of the board of directors of COFCO & CM (Shenzhen) Grain Electronic Trading Centre Co., Ltd.. She was appointed as an independent non-executive Director on 18 June 2016 and resigned on 7 May 2018. She was subsequently appointed as an independent non-executive Director on 30 December 2024.

12. CORPORATE INFORMATION AND PARTIES TO THE RIGHTS ISSUE

Registered office	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Principal office	Unit 801, 8/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong
Principal share registrar and transfer office	Appleby Global Corporate Services (Bermuda) Limited Canon's Court, 22 Victoria Street PO Box HM 1179 Hamilton HM EX Bermuda
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong

Company secretary	Mr. Tsui Siu Hung Raymond
Authorised representatives	Mr. Chung Ho Unit 801, 8/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong
	Mr. Tsui Siu Hung Raymond Unit 801, 8/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong
Principal banker	The Bank of East Asia Limited 10 Des Voeux Road Central Hong Kong
Auditors and reporting accountants	Beijing Xinghua Caplegend CPA Limited *Certified Public Accountants, Registered Public Interest Entity Auditor* 1/F, GR8 Inno Tech Centre No. 46 Tsun Yip Street Kwun Tong Hong Kong
Financial adviser to the Company	Optima Capital Limited Suite 2101, 21/F Shui On Centre 6-8 Harbour Road Wanchai Hong Kong
Legal adviser to the Company as to Hong Kong laws	Li & Partners 22/F World Wide House Central Hong Kong
Underwriter	Treasure Wagon Limited Unit 802, 8/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong

Placing Agent	Great Bay Securities Limited Room 2526-2536, 25/F Sun Hung Kai Centre 30 Harbour Road Wanchai Hong Kong
Broker for matching service for odd lots of Shares	Blackwell Global Securities Limited 26/F Overseas Trust Bank Building 160 Gloucester Road Wanchai Hong Kong

13. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed "Expert and Consent" in this appendix, have been 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).

14. GENERAL

(i) The company secretary of the Company is Mr. Tsui Siu Hung Raymond, who is fellow member of each of the Association of the Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

(ii) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

(iii) This Prospectus has been prepared in both English and Chinese. In the event of inconsistency, the English texts shall prevail over the Chinese texts.

15. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Company (www.ch-groups.com) and the Stock Exchange (www.hkexnews.hk) for at least 14 days from the date of this Prospectus:

(i) the report from Beijing Xinghua Caplegend CPA Limited on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;

(ii) the written consent of the expert as referred to in the section headed "Expert and Consent" in this appendix; and

(iii) the material contracts referred to in the section headed "Material Contracts" in this appendix.

16. BINDING EFFECT

The Prospectus Documents, and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.