China Health Group Limited
中國衛生集團有限公司

(Carrying on business in Hong Kong as CHG HS Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 673)

(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE; AND (II) ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

Reference is made to (i) the circular (the "**Circular**") of China Health Group Limited (the "**Company**") dated 31 July 2025 in relation to the Proposal; (ii) the prospectus (the "**Prospectus**") of the Company dated 3 September 2025 in relation to the Rights Issue on the basis of three (3) Rights Shares for every ten (10) Shares held on the Record Date at the Issue Price of HK$0.10 per Rights Share; (iii) the announcement of the Company dated 22 September 2025 in relation to results of the valid acceptances of the Rights Shares and the number of the Unsubscribed Rights Shares subject to the Compensatory Arrangements (the "**Announcement**"); and (iv) the announcement of the Company dated 24 September 2025 in relation to the revision of the expected timetable of the Proposal due to bad weather (the "**Revised Timetable Announcement**"). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the Announcement, as at 4:00 p.m. on Wednesday, 17 September 2025, being the Latest Time for Acceptance, a total of 10 valid acceptances for a total of 119,689,791 Rights Shares had been received, representing approximately 81.1% of all the Rights Shares. Accordingly, the Rights Issue was undersubscribed by 27,803,637 Rights Shares, representing approximately 18.9% of all the Rights Shares. The Unsubscribed Rights Shares were subject to the Compensatory Arrangements.

Pursuant to the Deed of Covenants and Undertaking, Mr. Zhang and the Underwriter subscribed for 392,220 and 40,797,600 Rights Shares respectively.

As at the Record Date, there were no Non-Qualifying Shareholders. The number of the unsold NQS Rights Shares was nil.

COMPENSATORY ARRANGEMENTS OF THE UNSUBSCRIBED RIGHTS SHARES

The Board wishes to inform the Shareholders that after the market closed at 4:00 p.m. on Thursday, 25 September 2025, being the latest time of placing of the Unsubscribed Rights Shares, the Placing Agent has notified the Company that all the Unsubscribed Rights Shares had been successfully placed out during the Placing period at the price of HK$0.10 per Unsubscribed Rights Share, which is equivalent to the Issue Price, to four independent Placees. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

Based on the acceptance results of the Rights Issue and the placing results of the Compensatory Arrangements, the Rights Shares to be allotted and issued amounted to 147,493,428 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

THE UNDERWRITING AGREEMENT

The Board further informs the Shareholders that as all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter, the Rights Issue had become unconditional at 4:00 p.m. on Friday, 26 September 2025.

As all the Unsubscribed Rights Shares were successfully placed to the Placees under the Compensatory Arrangements, there are no Untaken Rights Shares (being any Unsubscribed Rights Shares that are not successfully placed by the Placing Agent under the Placing Agent Agreement) and the Underwriter's obligations to subscribe for Untaken Rights Shares pursuant to the terms of the Underwriting Agreement have been fully discharged.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company immediately before and after completion of the Proposal:

Shareholders	**Immediately before completion of the Proposal**		**Immediately after completion of the Proposal**	
	No. of Shares	*%*	*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
Mr. Wang Jingming (a non-executive Director)	2,850,600	0.58	3,705,780	0.28
Mr. Xing Yong (an executive Director)	139,800	0.03	181,740	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
Subscriber B	–	–	100,000,000	7.47
Subscriber C	–	–	100,000,000	7.47
Sub-total	16,211,900	3.30	721,075,470	53.85
Placees	–	–	27,803,637	2.08
Other public Shareholders	335,143,063	68.16	407,882,344	30.45
Total	**491,644,763**	**100.00**	**1,339,138,191**	**100.00**

Notes:

1) *Immediately after completion of the Proposal, Mr. Zhang will be directly interested in 1,699,620 Shares and indirectly interested in 176,789,600 Shares through the Underwriter, the entire issued share capital of which is owned by Mr. Zhang.*

2) *Immediately after completion of the Proposal, Mr. Ying will be directly interested in 21,075,470 Shares and indirectly interested in 500,000,000 Shares through Subscriber A, the entire issued share capital of which is owned by Mr. Ying.*

DESPATCH OF SHARE CERTIFICATES

The share certificates for the fully-paid Rights Shares are expected to be posted by Monday, 6 October 2025 to those entitled thereto by ordinary post at their own risks.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 8 October 2025.

ODD LOT ARRANGEMENT

As disclosed in the Prospectus and the Revised Timetable Announcement, in order to facilitate the trading of odd lots of the Shares arising from the Rights Issue (if any), Blackwell Global Securities Limited had been appointed 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 Wednesday, 8 October 2025 to 4:00 p.m. on Tuesday, 28 October 2025 (both dates inclusive). Shareholders who wish to take advantage of this facility should contact Mr. 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.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

Immediately before completion of the Rights Issue, there were 19,050,000 outstanding Share Options granted under the Share Option Scheme.

Pursuant to the terms of the Share Option Scheme, the subscription prices on the exercise of the Share Options and/or number of Shares related to the Share Options under the Share Option Scheme may be adjusted in accordance with the Share Option Scheme as a result of the Rights Issue.

Accordingly, adjustments to the exercise prices and the number of Shares falling to be issued upon exercise of the outstanding Share Options, pursuant to the terms and conditions of the Share Option Scheme, the Listing Rules and the Supplementary Guidance on the Listing Rule 17.03(13) and the Note Immediately After the Rule (the "**Stock Exchange Supplementary Guidance**") attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 and updated in January 2023, are as follows and will become effective from Monday, 6 October 2025 upon the allotment and issue of the Rights Shares pursuant to the Rights Issue:

		Immediately before completion of the Rights Issue		**Immediately after completion of the Rights Issue**	
Date of grant of Share Options	**Exercise period of Share Options**	**Number of Shares falling to be issued upon exercise of the outstanding Share Options**	**Exercise price per Share** *(HK$)*	**Adjusted number of Shares falling to be issued upon exercise of the outstanding Share Options**	**Adjusted exercise price per Share** *(HK$)*
26 April 2019	27 April 2020 to 25 April 2029	6,850,000	1.80	8,470,610	1.456
20 October 2020	21 October 2020 to 20 October 2030	12,200,000	1.80	15,086,341	1.456

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

Beijing Xinghua Caplegend CPA Limited (the "**Auditor**"), the independent auditor of the Company, was engaged to conduct agreed-upon procedures with respect to the calculations of the adjusted number of Shares to be issued upon exercise of the outstanding Share Options and the adjusted exercise price of the outstanding Share Options in accordance with Hong Kong Standard on Related Services 4400 (Revised) "Agreed-Upon Procedures Engagements" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued a report of factual finding to the Board, stating that the calculations of the adjusted number of Shares to be issued upon exercise of the outstanding Share Options and the adjusted exercise price of the outstanding Share Options are in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) the requirements set out in Rule 17.03(13) of the Listing Rules; and (iii) the Stock Exchange Supplementary Guidance, and arithmetically accurate.

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

Hong Kong, 3 October 2025

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