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Sinohealth Holdings Limited
中康控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2361)

CHANGE OF EXPECTED TIMELINE AND USE OF PROCEEDS FROM GLOBAL OFFERING

References are made to the section headed "Future Plans and Use of Proceeds" in the prospectus dated 28 June 2022 (the "**Prospectus**") and the section headed "Use of Proceeds from the Global Offering" in the interim report for the six months ended 30 June 2025 (the "**2025 Interim Report**") of Sinohealth Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**"). Unless otherwise defined, terms used herein shall have the same meanings as defined in the Prospectus and the 2025 Interim Report.

CHANGE OF EXPECTED TIMELINE AND USE OF PROCEEDS

As disclosed in the 2025 Interim Report, approximately HK$199.7 million out of the total amount of Net Proceeds of approximately HK$339.6 million remained unutilised as of 30 June 2025.

For the reasons and benefits set out in the paragraphs headed "Reasons for and Benefits of the Change in Use of Net Proceeds" below, after careful consideration and detailed evaluation of the Group's operations and business strategies, on 24 December 2025, the Board has resolved to change the intended use of the unutilised Net Proceeds with an updated expected timeline of full utilisation as follows:

Intended use of Net Proceeds	**Planned use of Net Proceeds as set out in the Prospectus** *HKD million*	**Utilised Net Proceeds as at 30 June 2025** *HKD million*	**Unutilised Net Proceeds as at 30 June 2025** *HKD million*	**Unutilised Net Proceeds after the revised allocation** *HKD million*	**Updated expected timeline for use of the unutilised Net Proceeds**
Upgrade and Enhancement of AI Products and Services	172.5	70.2	102.3	69.9	By 31 December 2028
R&D and Expansion of AI Technology and Database	167.1	69.7	97.4	69.9	By 31 December 2028
Strategic Investments and Acquisition Opportunities to Expand the Ecosystem	—	—	—	59.9	By 31 December 2028
Total	339.6	139.9	199.7	199.7	

The expected timeline of full utilisation of the reallocated Net Proceeds is based on the Directors' best estimation barring unforeseen circumstances, and is subject to change in light of future development or any unforeseen circumstances.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF NET PROCEEDS

To further optimize the use of proceeds and better align them with the Company's current strategic development and business upgrading needs, the Board proposes to adjust the intended use of the remaining unutilized proceeds from the listing and extend the utilization period to 31 December 2028. This adjustment is primarily based on the following considerations:

1. Supporting the AI strategic upgrade and continuously optimizing the large model and intelligent agent product portfolio

   With the upgrade of the Company's strategic positioning and product system, the Company has evolved from a provider of digital and intelligent solutions focused on the life sciences sector into a comprehensive AI technology service provider leveraging data assets and ecological resources in the health industry. To continuously strengthen its integrated capabilities of "data + models + scenarios + ecosystem," the Company has independently developed proprietary AI engines, including: the "Woodpecker Medical Large Model", built on a massive medical literature database and validated by experts, capable of accurately understanding complex medical terminology and compliance requirements; and the "Tiangong No.1 Decision Model", which integrates market data and industry insights to translate medical knowledge into actionable strategies. To support the ongoing iteration of large models and the full-scenario deployment of the intelligent agent portfolio, the Company needs to continuously invest in advanced computing power and cloud infrastructure, recruit AI scientists and medical experts, and expand high-quality, professional, multidimensional databases. This will enable the Company to provide clients with unique, real-time, and precise industry insights, empowering the digitalization and intelligent transformation across the health industry.

2. Enhancing the AI technical services ecosystem through strategic investments and acquisitions

   To rapidly deploy innovative technologies synergistic with the AI technical services ecosystem and reduce the trial-and-error risks and time costs of in-house R&D, the Company plans to integrate high-quality targets with key technologies, mature teams, or established market channels through strategic investments and mergers and acquisitions. This approach allows the Company to directly acquire critical resources, accelerate the commercialization of technologies, and secure market opportunities. In addition, during the intervals between phased R&D and investment projects, part of the temporarily idle proceeds may be invested in stable, low-risk financial products to improve the efficiency of idle fund utilization, enhance returns, and provide supplementary support for R&D and strategic investments.

In view of the above, the Board is of the opinion that the proposed change in use of the Net Proceeds is in line with the business strategy of the Group and will not materially affect the operation and business of the Group and is in the best interest of the Company and the Shareholders as a whole.

As at the date of this announcement, there is no material change in the nature of business of the Group as set out in the Prospectus.

By order of the Board
Sinohealth Holdings Limited
Wu Yushu
Chairman

Hong Kong, 24 December 2025

As at the date of this announcement, the executive Directors are Mr. Wu Yushu and Ms. Wang Lifang, the non-executive Director is Mr. Fu Haitao, and the independent non-executive Directors are Ms. Wang Danzhou, Ms. Chui Hoi Yam and Mr. Wei Bin.