

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



EC Healthcare

醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

**CONNECTED TRANSACTION
ACQUISITION OF 14.6313% OF ISSUED SHARE CAPITAL OF
THE TARGET COMPANY**

THE ACQUISITION

The Board is pleased to announce that on 31 December 2025 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Seller entered into the Agreement, pursuant to which the Purchaser agreed to purchase, and the Seller agreed to sell, the Sale Shares, representing 14.6313% of the issued share capital of the Target Company for the total consideration of HK\$21,000,000, subject to the terms and conditions of the Agreement.

The transaction forms part of a broader settlement arrangement under which the Leaving Doctors agreed to settle outstanding obligations payable to the Group and to facilitate an orderly exit from their indirect equity interests in the Target Company. The agreed consideration for the Sale Shares was HK\$21,000,000 which was fully satisfied by way of setting off against part of the Settlement Fee of HK\$28,131,982 payable by the Leaving Doctors, and did not involve any cash outflow from the Group.

Completion shall take place within 21 days from the date of the Agreement. Upon Completion, the Target Company will continue to be a non-wholly owned subsidiary of the Company.

LISTING RULES IMPLICATIONS

Immediately before the Completion, the Target Company is owned as to 70% and 30% by the Purchaser and the Seller respectively. The Seller is a substantial shareholder of the Target Company and is therefore a connected person of the Company at the subsidiary level. As such, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) the Seller is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the Acquisition are entered into on normal commercial terms; and (iii) the Board (including the independent non-executive Directors) has approved the Acquisition and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and Shareholders as a whole, the Acquisition is subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

All applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition are less than 5% and therefore the Acquisition is not subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 31 December 2025 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Seller entered into the Agreement, as part of a settlement arrangement with the Leaving Doctors, pursuant to which the Purchaser agreed to purchase, and the Seller agreed to sell, the Sale Shares, representing 14.6313% of the issued share capital of the Target Company for the total consideration of HK\$21,000,000, subject to the terms and conditions of the Agreement.

The agreed consideration for the Sale Shares was HK\$21,000,000 which was fully satisfied by way of setting off against part of the Settlement Fee of HK\$28,131,982 payable by the Leaving Doctors, and did not involve any cash outflow from the Group.

Completion shall take place within 21 days from the date of the Agreement. Upon Completion, the Target Company will continue to be a non-wholly owned subsidiary of the Company and the financial results of the Target Company will continue to be consolidated into the consolidated financial statements of the Group.

PRINCIPAL TERMS OF THE AGREEMENT

Date

31 December 2025 (after trading hours)

Parties

- (1) the Purchaser; and
- (2) the Seller.

Immediately before Completion, the Target Company is owned by the Purchaser and the Seller as to 70% and 30% respectively. The Seller is a substantial shareholder of a subsidiary of the Company and is therefore a connected person of the Company at the subsidiary level.

The Sale Shares

Pursuant to the Agreement, the Purchaser agreed to purchase, and the Seller agreed to sell the Sale Shares, representing 14.6313% of the issued share capital of the Target Company.

Consideration and payment terms

The total consideration for the Sale Shares is HK\$21,000,000 (the “**Consideration**”).

The Purchaser shall settle the Consideration by setting off against part of the Settlement Fee (i.e. HK\$28,131,982) payable by the Leaving Doctors to the Purchaser. Accordingly, no cash payment is required to be made by the Purchaser for the Acquisition, and the Leaving Doctors remain obliged to pay the remaining balance of the Settlement Fee, being HK\$7,131,982, to the Purchaser.

The Settlement Fee was payable by the Leaving Doctors in consideration for, among others, the release and waiver of certain post-termination restrictive covenants, including non-competition and restraint-of-trade obligations previously applicable to them.

Basis of determination of the Consideration

The Consideration was determined after arm’s length negotiation in the context of a broader settlement arrangement with the Leaving Doctors. The Acquisition is not merely a normal standalone acquisition in which the valuation shall usually be a primary factor in the determination of the consideration.

The pricing of the Sale Shares has primarily taken into account the Settlement Fee payable by the Leaving Doctors, the potential impact on the Group resulting from the release and waiver of certain post-termination restrictive covenants in favour of the Leaving Doctors and the potential benefits to the Group for being able to settle all differences between the Group and the Leaving Doctors. Given the aforesaid, valuation was not a primary factor to be considered by the Group in the determination of the Consideration and no independent valuer was engaged for the purposes of the Acquisition.

Nevertheless, the Directors have also taken into account the historical and recent financial performance of the Target Group. Since the Group's initial acquisition of the 70% equity interest in the Target Company in December 2021, the Target Group has been an operating subsidiary of the Group. Over the past four financial years, the Target Group has demonstrated relatively stable operating performance, with revenue of approximately HK\$308.5 million, HK\$297.4 million, HK\$325.2 million and HK\$336.3 million for each of the financial years ended 31 March 2022, 2023, 2024 and 2025 respectively, and positive EBITDA and net profits have been recorded in each of those years. The Directors consider that such performance reflects the maturity and resilience of the Target Group's business. Having regard to the such financial performance, the Directors considered that the implied equity valuation of the Target Company at the time of the Group's initial acquisition in 2021 was still a reasonable and objective starting benchmark in structuring the current settlement arrangement.

In addition to the above, the parties have also taken into account the fulfilment of the Revenue Guarantee, the absence of any cash consideration payable by the Group, the identity and number of Remaining Doctors who will remain and continue to serve the Group, the benefits of the Acquisition to the Group as set out in the paragraph headed "Reasons for and benefits of the Acquisition" of this announcement and the overall economic substance of the settlement arrangement.

Given the above, the Directors are of the view that the Consideration is supported by objective quantitative reference points and the terms of the Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

COMPLETION OF THE ACQUISITION

Completion shall take place within 21 days from the date of the Agreement. Upon Completion, the Target Company was held as to 84.6313% by the Purchaser and 15.3687% by the Seller.

INFORMATION ABOUT THE SELLER AND THE TARGET COMPANY

The Target Company is incorporated in the British Virgin Islands with limited liability. Immediately before Completion, it is owned as to 70% and 30% by the Purchaser and the Seller respectively. The Target Company is principally engaged in investment holding. The Target Group principally engages in the operation of medical service centres and provision of a wide array of medical services in Hong Kong in the business name of Premier Medical Centre (進匯醫務中心), including 31 medical specialists and allied health services.

As at the date of this announcement, the Seller is incorporated in the British Virgin Islands with limited liability and is owned by the Remaining Doctors and the Leaving Doctors who are medical practitioners of the Target Group. The Seller is principally engaged in investment holding, holding the equity interest in the Target Company.

Set out below is the unaudited consolidated financial information of the Target Group for each of the two financial years ended 31 March 2025 prepared in accordance with the generally accepted accounting principles of Hong Kong:

	For the year ended 31 March 2024 (unaudited) HK\$'000	For the year ended 31 March 2025 (unaudited) HK\$'000
Profit before tax	11,850	10,202
Profit after tax	10,325	6,642

The net assets of the Target Group as at 31 October 2025 was approximately HK\$6,102,786.

INFORMATION ON THE COMPANY AND THE PURCHASER

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the provision of medical and healthcare services in Hong Kong, Macau and the Chinese Mainland.

The Purchaser, an indirect wholly-owned subsidiary of the Company, is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding.

REASONS FOR AND BENEFITS OF THE ACQUISITION

As disclosed in the announcement of the Company dated 8 November 2021, on 5 November 2021, the Company, the Purchaser, the Seller and the Seller Guarantors (comprising 16 doctors) entered into the 2021 Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to purchase, and the Seller has agreed to sell 70% of the issued share capital of the Target Company. In this connection, the Seller and the Seller Guarantors have provided the Revenue Guarantee. For further details, please refer to the announcement of the Company dated 8 November 2021. The Revenue Guarantee has been fulfilled.

As at the date of the Agreement, the Leaving Doctors held an aggregate of 48.771% shareholding interests in the Seller, and hence are indirectly holding 14.6313% shareholding in the Target Company. They were desirous of ceasing to be the shareholders of the Seller.

Given the aforesaid, the Group has negotiated with the Leaving Doctors for a settlement arrangement. As such, on 15 August 2025, the Company, the Purchaser and the Leaving Doctors (comprising 6 doctors) have entered into a deed of settlement, pursuant to which, (i) the Leaving Doctors agreed to pay the Purchaser the Settlement Fee; and (ii) the Leaving Doctors agreed to procure the Seller to execute the Agreement to sell the Sale Shares to the Purchaser.

In addition, the Acquisition also forms part of the Group's ongoing strategy to optimise ownership structure, enhance governance clarity and align long-term management incentives within its core medical platform assets.

Following the completion of the initial acquisition of 70% equity interest in the Target Company in 2021, the Group has progressively transitioned the Target Group from a founder-led partnership model into a professionally managed medical platform integrated into the Group's entire healthcare ecosystem. In this context, the Leaving Doctors, who were previously shareholders of the Seller, have ceased or are in the process of ceasing active participation in the management and strategic development of the Target Group.

The Acquisition enables the Group to:

1. Consolidate Economic Interests and Management Alignment

The transfer of the Sale Shares to the Group increases the Group's effective shareholding in the Target Company to 84.6313%, thereby strengthening the alignment between ownership, management control and long-term value creation. This structure better reflects the current operating reality whereby the Group assumes primary responsibility for strategic direction, capital allocation, branding, compliance and platform-level support.

2. Streamline Shareholding Structure and Enhance Governance Efficiency

By facilitating the exit of the Leaving Doctors as indirect shareholders, the Acquisition simplifies the shareholder base of the Target Company, reduces governance complexity and potential misalignment, and enhances decision-making efficiency. This is particularly important for a multi-specialty medical group operating across multiple clinical disciplines under an increasingly regulated healthcare environment.

3. Enhance Long-Term Stability and Continuity of the Target Group

Following the Acquisition, the Remaining Doctors continue to be shareholders of the Seller and remain aligned with the long-term development of the Target Group. The post-Completion ownership structure therefore supports operational continuity, retention of core medical expertise and stable clinical leadership, while enabling the Group to exercise stronger strategic and financial oversight.

4. Support the Group's Platform-Based Growth Strategy

The Directors believe that the Target Group remains a strategically important asset within the Group's medical services platform, with resilient demand, established specialist capabilities and long-term growth potential. Increasing the Group's equity interest allows the Group to capture a greater share of future upside, while facilitating deeper integration with the Group's broader clinical, digital, procurement and insurance collaboration initiatives.

Having considered the above, the Directors consider that the terms of the Agreement and the Acquisition are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Immediately before the Completion, the Target Company is owned as to 70% and 30% by the Purchaser and the Seller respectively. The Seller is a substantial shareholder of the Target Company and is therefore a connected person of the Company at the subsidiary level. As such, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.101 of the Listing Rules, since (i) the Seller is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the Acquisition are entered into on normal commercial terms; and (iii) the Board (including the independent non-executive Directors) has approved the Acquisition and the transactions contemplated thereunder, and confirmed that such transactions are entered into on normal commercial terms, are fair and reasonable and are in the interest of the Company and Shareholders as a whole, the Acquisition is subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 14A of the Listing Rules. None of the Directors has any material interests in the Acquisition. Therefore, none of the Directors is required to abstain from voting on the relevant resolutions of the Board.

All applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition are less than 5% and therefore the Acquisition is not subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

“2021 Sale and Purchase Agreement”	the agreement dated 5 November 2021 entered into among the Company, the Purchaser, the Seller and the Seller Guarantors in relation to the acquisition of 70% of the issued share capital of the Target Company
“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the Agreement
“Agreement”	the sale and purchase agreement dated 31 December 2025 entered into among the Purchaser and the Seller in respect of, among others, the Sale Shares
“Board”	the board of Directors
“Company”	EC Healthcare (stock code: 2138), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition pursuant to the Agreement
“Consideration”	consideration payable by the Purchaser to the Seller for the Acquisition pursuant to the Agreement
“Director(s)”	the director(s) of the Company
“EBITDA”	earnings before interest, taxes, depreciation and amortization
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Leaving Doctors”	6 out of the 10 Seller Guarantors (before the Acquisition), namely, Dr. Chan Chi Kin, Dr. Li Shu Kin, Dr. Liu Sung Yu Herman, Dr. Lo Ho Yin, Dr. Luk Yiu Wing and Dr. Yau Stephen

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Jade Master International Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Remaining Doctors”	10 out of the 16 Seller Guarantors (before the Acquisition), namely, Dr. Cheng Michael, Dr. Hui Henry, Dr. Leung Chik Wa, Dr. Leung Ping Maurice, Dr. Lo Siu Fai Leslie, Dr. Luk Oi Jing Fiona, Dr. So Wai Ki William, Dr. Yau Kwok Kay, Dr. Yeung Chun Chun Jane, and Dr. Yu Bing On Christopher
“Revenue Guarantee”	the guarantee given by the Seller and the Seller Guarantors under 2021 Sale and Purchase Agreement that the total audited revenue of the Target Group shall be no less than the Total Guaranteed Revenue
“Sale Shares”	146,313 Shares, representing 14.6313% of the entire issued share capital of the Target Company as at the date of this announcement
“Seller”	Sky Pavilion Group Ltd., a company incorporated in the British Virgin Islands with limited liability
“Seller Guarantors”	the Leaving Doctors and the Remaining Doctors, being individual doctors who collectively own the entire issued share capital in the Seller before Completion
“Settlement Fee”	the settlement fee in the sum of HK\$28,131,982 payable by the Leaving Doctors to the Purchaser as consideration of the settlement arrangement between the Company, the Purchaser and the Leaving Doctors
“Share(s)”	share(s) of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Premier Medical Group (BVI) Limited, a company incorporated in the British Virgin Islands with limited liability, which was owned as to 70% and 30% by the Purchaser and the Seller respectively

“Target Group”	the Target Company and its subsidiaries
“Total Guaranteed Revenue”	the total revenue of the Target Group guaranteed by the Seller and the Seller Guarantors under the 2021 Sale and Purchase Agreement:
	(i) for the period commencing from 1 January 2022 to 31 December 2023, HK\$559,650,000; and
	(ii) for the period commencing from 1 January 2024 to 31 December 2025, HK\$617,015,000

By order of the Board
EC Healthcare
Raymond Siu
Company Secretary

Hong Kong, 31 December 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Tang Chi Fai, Mr. Lu Lyn Wade Leslie and Mr. Lee Heung Wing; the non-executive Directors are Mr. Luk Kun Shing Ben and Mrs. Leung Yang, Shih Ti Marianne; and the independent non-executive Directors are Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Au Tsun.