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## **TATA Health International Holdings Limited**

### **TATA 健康國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1255)**

#### **DISCLOSEABLE TRANSACTION DISPOSAL OF THE TARGET COMPANY**

##### **THE DISPOSAL**

The Board announces that on 13 March 2026, the Vendor (a direct wholly-owned subsidiary of the Company) and the Purchaser entered into the Disposal Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Share at the Consideration of HK\$1.00.

Completion took place on the same date as the date of the Disposal Agreement and the Target Company ceased to be a subsidiary of the Company and the financial results of the Target Group ceased to be consolidated into the consolidated financial statements of the Group.

##### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Disposal exceed 5% and all are less than 25%, the Disposal constitutes a disclosable transaction of the Company and is subject to the reporting and announcement requirements and is exempt from the circular and Shareholder's approval requirements under Chapter 14 of the Listing Rules.

##### **THE DISPOSAL**

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## **THE DISPOSAL AGREEMENT**

Principal terms of the Disposal Agreement are set out below:

### **Date**

13 March 2026

### **Parties**

- (1) The Vendor, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of the Company, is principally engaged in investment holding; and
- (2) the Purchaser, a company incorporated in Hong Kong with limited liability, is principally engaged in trading of goods.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save that (a) the Purchaser is a lender of a credit facility of HK\$20,000,000 to KTS HK (a direct wholly-owned subsidiary of the Target Company), which is secured by (i) a legal charge over the Properties held by KTS HK; (ii) a floating charge over inventories of Grand Asian Limited (an indirect wholly-owned subsidiary of the Group); and (iii) a floating charge over receivables of KTS HK; and (b) WS Sourcing Service Company Limited (a fellow subsidiary of the Purchaser) has a retail-as-a-service reciprocal collaboration arrangement and sourcing and retailing partnership with the Group (as detailed in the announcement of the Company dated 28 November 2025), the Purchaser and its ultimate beneficial owner are Independent Third Parties and not connected with the Company and its connected persons.

### **Subject of the Disposal**

The Sale Share, representing the entire issued share capital of the Target Company.

### **Consideration**

The Consideration of HK\$1.00, which was settled by cash on Completion, was determined after arm's length negotiations between the Vendor and the Purchaser, taking into account, among other things, (i) the unaudited consolidated net liabilities position of the Target Group of approximately HK\$4.1 million as at 31 December 2025; and (ii) the ongoing operational and financial performance of the Target Group, which has been consistently loss-making; and (iii) other factors as set out in the paragraph headed "Reasons for and benefits of the Disposal" in this announcement.

## Completion

The Completion took place on the same date as the date of the Disposal Agreement; and the Target Company ceased to be a subsidiary of the Company and the financial results of the Target Group ceased to be consolidated into the consolidated financial statements of the Group.

## INFORMATION ON THE TARGET GROUP

The Target Company is an investment holding company incorporated under the laws of BVI with limited liability, which has two subsidiaries, namely KTS HK and KTS Properties Holdings Limited, of which KTS HK is principally holding the self-used Properties (save for a car park which has been leased to an independent third party) in Hong Kong, and KTS Properties Holdings Limited is holding certain unused trademarks of the Group.

The unaudited consolidated financial information of the Target Group for each of the two financial years ended 31 December 2024 and 2025, respectively, is set out below:

	<b>For the year ended</b>	
	<b>31 December</b>	
	<b>2025</b>	<b>2024</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	8,783	9,068
Net (loss) before taxation	(15,298)	(31,199)
Net (loss) after taxation	(15,875)	(31,199)

Based on the unaudited consolidated financial information of the Target Group, the total asset value and the net liabilities of the Target Group as at 31 December 2025 were approximately HK\$22.3 million and HK\$4.1 million, respectively.

## REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company is principally engaged in the footwear business, which involves the sale of footwear products under the brand name of Josef Seibel and the trading of other brands of footwear products and footwear related materials.

The Target Group was loss making and highly indebted with a net liabilities position. Given that the Target Group no longer generates income and has no clear plan for its future business prospects and that the Target Group has relied on support from other operating subsidiaries of the Group to meet its operating expenses and liabilities, hence the Board considers that future capital injection or continued financial support would

not be justified. The Board is of the opinion that the Disposal could relieve the Group from the financial burden of the Target Group. Given the Target Group's consecutive years of loss-making status and net liabilities position, the Board considers that the Disposal will release the Group's liquidity from the Target Group and enable more efficient resource allocation towards the Group's existing footwear business and further growth of its retail business.

In view of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Disposal Agreement (including the Consideration) are on normal commercial terms, and the Disposal is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The net proceeds from the Disposal (if any) will be used for general working capital of the Group.

### **FINANCIAL EFFECTS OF THE DISPOSAL**

Upon Completion, the Group ceased to hold any interest in the Target Group. Accordingly, all members of the Target Group ceased to be subsidiaries of the Company and the assets and liabilities of the Target Group will no longer be consolidated into the financial statements of the Company.

As a result of the Disposal, the Company is expected to record a gain from the Disposal. Such gain is expected to be calculated with reference to the difference between (i) the Consideration; and (ii) the net book value of the Target Group as at the date of Completion, after deducting any directly attributable transaction costs. As the Target Group recorded net liabilities of approximately HK\$4.1 million as at 31 December 2025, the Disposal is expected to result in a gain of approximately HK\$4.1 million to the Group.

The above figure is for illustrative purposes only. The actual amount of gain or loss on the Disposal to be recorded by the Group is subject to final determination based on the net carrying value of the Target Group at the date of Completion and will be subject to audit and may therefore differ from the amount currently expected.

### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Disposal exceed 5% and all are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements and is exempt from the circular and Shareholder's approval requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	TATA Health International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares are listed on the Main Board of the Stock Exchange (stock code: 1255)
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Consideration”	HK\$1.00 paid by the Purchaser to the Vendor for the Sale Share pursuant to the Disposal Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Share in accordance with the terms and conditions of the Disposal Agreement
“Disposal Agreement”	the sale and purchase agreement dated 13 March 2026 and entered into between the Vendor and the Purchaser in relation to the Disposal
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third parties independent of and not connected with the Company and its connected persons
“KTS HK”	Kong Tai Sundry Goods (BVI) Company Ltd, a company incorporated under the laws of Hong Kong with limited liability, and a direct wholly-owned subsidiary of the Target Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Properties”	Workshops F, I and J, on the 11th Floor, Workshop D on 10th Floor, Roof No. 22 and Car Park No. 31 on the Ground Floor of Block 2 of Kwai Tak Industrial Centre, Nos. 15–33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong held directly by KTS HK
“Purchaser”	Wealthy Steps Company Limited, a company incorporated in Hong Kong with limited liability, which is ultimately and solely owned by Leung Ka Wing
“Sale Share”	one issued share with a par value of US\$1.00 in the Target Company, representing the entire issued share capital of the Target Company as at the date of this announcement
“Share(s)”	the ordinary shares of HK\$0.01 each of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Kong Tai Sundry Goods (BVI) Company Limited, a company established under the laws of BVI with limited liability
“Target Group”	the Target Company and its subsidiaries
“Vendor”	S. Culture Holdings (BVI) Limited, a company established under the laws of BVI with limited liability, a direct wholly-owned subsidiary of the Company
“%”	per cent.

By order of the Board  
**TATA Health International Holdings Limited**  
**Zhang Ming Qi**  
*Executive Director*

Hong Kong, 13 March 2026

*As at the date of this announcement, the Board comprises an executive Director, namely, Mr. Zhang Ming Qi; two non-executive Directors, namely, Mr. Chu Chun Ho, Dominic and Mr. Chen Qi; and four independent non-executive Directors, namely, Ms. Huang Lin, Mr. Li Liang, Mr. Du Jianfeng and Mr. Tan Kaiguo.*