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WellCell Holdings Co., Limited
經緯天地控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2477)

INSIDE INFORMATION
DISPOSALS OF SHARES BY A SUBSTANTIAL SHAREHOLDER

This announcement is made by WellCell Holdings Co., Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the "**Board**") of directors (the "**Directors**") of the Company was informed by WellCell Group Co., Limited ("**WellCell Group**"), a substantial shareholder (as defined in the Listing Rules) of the Company, that on 10 June 2026 (after trading hours), WellCell Group being the vendor entered into three sale and purchase agreements to dispose of certain numbers of ordinary shares of the Company with par value of HK$0.00125 each (the "**Shares**" and each a "**Share**") to three individuals, particulars of these three sale and purchase agreements are as follows:

(1) a sale and purchase agreement dated 10 June 2026 (the "**SPA 1**") entered into between WellCell Group as vendor and an individual as purchaser (the "**Purchaser 1**") in relation to the disposal of 192,000,000 Shares (the "**Sale Shares 1**"), representing 4.8% of the total issued share capital of the Company as at the date of this announcement, at the consideration of HK$0.3445 per Sale Share 1 (the "**Disposal 1**");

(2) a sale and purchase agreement dated 10 June 2026 (the "**SPA 2**") entered into between WellCell Group as vendor and an individual as purchaser (the "**Purchaser 2**") in relation to the disposal of 192,000,000 Shares (the "**Sale Shares 2**"), representing 4.8% of the total issued share capital of the Company as at the date of this announcement, at the consideration of HK$0.3445 per Sale Share 2 (the "**Disposal 2**"); and

(3) a sale and purchase agreement dated 10 June 2026 (the "**SPA 3**") entered into between WellCell Group as vendor and an individual as purchaser (the "**Purchaser 3**") in relation to the disposal of 192,000,000 Shares (the "**Sale Shares 3**", together with Sale Shares 1 and Sale Shares 2, the "**Sale Shares**" and each a "**Sale Share**"), representing 4.8% of the total issued share capital of the Company as at the date of this announcement, at the consideration of HK$0.3445 per Sale Share 3 (the "**Disposal 3**", together with Disposal 1 and Disposal 2, the "**Disposals**").

Completion of the Disposal 1, the Disposal 2 and the Disposal 3 will be taken place within 20 business days from the date of entering into the SPA 1, the SPA 2 and the SPA 3 respectively or at such other date as the parties may agree in writing.

As advised and informed by WellCell Group to the Company and to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries:–

1. as at the date of this announcement, WellCell Group is beneficially interested in 664,000,000 Shares, representing 16.6% of the total issued capital of the Company. The issued shares of WellCell Group are owned as to 51.50% and 37.5% by Shine Dynasty Limited (which in turn is wholly-owned by Mr. Jia Zhengyi, the executive Director) and Cheer Partners Limited (which in turn is wholly-owned by Mr. Lin Qihao, the non-executive Director) respectively.

2. as informed by each of Purchaser 1, Purchaser 2 and Purchaser 3 to the Company, each of them and their respective associates (i) are independent of and not connected with the Company and any of the Company's connected persons (as defined under the Listing Rules) including but not limited to any of the Company's Directors, chief executive officers, controlling shareholders (as defined under the Listing Rules), substantial shareholders (as defined under the Listing Rules) and any of their respective associates (as defined under the Listing Rules); (ii) are independent of and not a party acting in concert (as defined under The Code on Takeovers and Mergers (the "**Takeovers Code**")) with the Company and the Company's controlling shareholders or substantial shareholders or their respective concert parties or associates; and (iii) they together with and person(s) acting in concert with them (as defined under the Takeovers Code) will not by reason of the acquisition of any Sale Share give rise to any obligation under the Takeovers Code to make a mandatory general offer to all shareholders of the Company.

After completions of disposal of the Sale Shares and assuming that there is no other changes in the shareholding structure and the issued Shares of the Company, the number of Shares to be held by WellCell Group will decrease from 664,000,000 Shares to 88,000,000 Shares, representing approximately 2.2% of the total issued share capital of the Company, and WellCell Group will cease to be a substantial shareholder of the Company.

The Board is of the view that the Disposals will not have any adverse effect on the business operations and future prospects of the Group.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) will be made by the Company relating to the Disposals as and when appropriate and/or required in compliance with the Listing Rules.

By Order of the Board
WellCell Holdings Co., Limited
Qian Fenglei
Chairman and Executive Director

Hong Kong, 10 June 2026

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Qian Fenglei, Mr. Jia Zhengyi and Mr. Zhang Xiaolong; one non-executive Director, namely Mr. Lin Qihao; and three independent non-executive Directors, namely Mr. Wong Che Man Eddy, Ms. Dan Xi and Mr. Chan Wai Dune.