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SAINT BELLA

SAINT BELLA GROUP LIMITED
聖貝拉集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2508)

VOLUNTARY ANNOUNCEMENT
STRATEGIC ACQUISITION OF BUSINESS OF
THE WUHAN FU LEI YA POSTPARTUM CLUB

This announcement is made by SAINT BELLA GROUP LIMITED (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis to provide shareholders and potential investors of the Company with information on the latest business development of the Group.

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that, the Group has completed the strategic acquisition of minority equity interest of the postpartum club business of Wuhan Fu Lei Ya Health Management Company Limited* (武漢弗蕾亞健康管理有限公司) (the "**Fu Lei Ya**") from certain independent third parties (the "**Vendors**"), at a total consideration of approximately RMB22.4 million (the "**Acquisition**"). The interests to be acquired in the Acquisition are: (i) 30% equity interests in 武漢和安母嬰護理有限公司 (Wuhan He'an Maternal and Infant Care Co., Ltd.*); (ii) 30% equity interests in 武漢辰月母嬰護理有限公司 (Wuhan Chen'yue Maternal and Infant Care Co., Ltd.*); (iii) 40% equity interests in 武漢嘉月匯健康諮詢有限公司 (Wuhan Jiayuehui Health Consultancy Co., Ltd.*); and (iv) 40% equity interests in 武漢豐華健康諮詢有限公司 (Wuhan Fenghua Health Consultancy Co., Ltd.*) (collectively, the "**Target Companies**"). According to the relevant agreement entered into between the parties to the Acquisition, the Group is entitled to appoint a majority of the directors in 武漢和安母嬰護理有限公司 (Wuhan He'an Maternal and Infant Care Co., Ltd.*), 武漢辰月母嬰護理有限公司 (Wuhan Chen'yue Maternal and Infant Care Co., Ltd.*) and 武漢嘉月匯健康諮詢有限公司 (Wuhan Jiayuehui Health Consultancy Co., Ltd.*). As such, upon completion of the Acquisition, financial results of 武漢和安母嬰護理有限公司 (Wuhan He'an Maternal and Infant Care Co., Ltd.*), 武漢辰月母嬰護理有限公司 (Wuhan Chen'yue Maternal and Infant Care Co., Ltd.*) and 武漢嘉月匯健康諮詢有限公司 (Wuhan Jiayuehui Health Consultancy Co., Ltd.*) will be consolidated into the consolidated financial statements of the Group.

According to the relevant agreement entered into between the parties to the Acquisition, if the Target Companies achieve the performance targets agreed upon by both parties within the stipulated period, the Company has the right to require the Vendors to further dispose additional equity interests in the Target Companies at the same price-to-earnings (P/E) ratio as the Acquisition to the Group, thereby increasing the shareholding percentages of the Group in the relevant Target Companies to approximately 60% to 80%. The Company may decide whether or not to exercise such right based on the performance of each of the Target Companies and the business plans of the Group at the relevant time. The Company will comply with the applicable requirements under the Listing Rules if the Group acquires further equity interests in the Target Companies.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Vendors and the Target Companies are independent third parties and are not connected with the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")).

Information on Fu Lei Ya

Founded in 2013, Fu Lei Ya is a leading high-end maternal and infant care brand in Wuhan with the top market share. Fu Lei Ya operates three direct shops in the core business area of Wuhan, providing over 160 postpartum care rooms, with an average selling price of nearly RMB50,000. It has served nearly 10,000 high net worth families in aggregate and has established a solid reputation barrier and regional brand influence in the local high-end maternal and infant care market in Wuhan.

The caring system of Fu Lei Ya covers professional maternal and infant care, diet and nutrition, intellectual development of infants and postpartum recovery etc. It has created a closed-loop full cycle service from pregnancy to postpartum and has established professional and standardized service delivery capability.

Strategic Implications

The Acquisition is another crucial materialization of the dual-engine approach of "organic growth + external merger and acquisition", following the Group's acquisition and consolidation of the female health brand GuangHeTang (廣禾堂) in 2022, the acquisition and reorganization of Shanghai Yuezige (悦子閣) in 2023 as well as the acquisition and consolidation of eight postpartum care providers in the core areas such as the Yangtze River Delta and the Pearl River Delta. The Acquisition demonstrates the further expansion of the national service network of the Group covering the core areas in central China.

The Board considers that the Acquisition provides the Group with significant strategic value in the following aspects:

(I) Deepening of Strategic Layout in Central China

As a national central city and a core economic area of central China, Wuhan has enormous potential for high-end consumption. The Acquisition allows the Group to rapidly tap into the high-end maternal and infant care market of central China, materialize its strategic expansion from first tier coastal cities to core inland cities and further expand its coverage across the state.

(II) Expansion of Membership Assets and Business Synergy

Nearly 10,000 of Fu Lei Ya's legacy members and active clients will be incorporated into the Group's membership system, providing a constant high quality traffic portal for the three major business segments of "postpartum center + family care + women's health food products", which will in turn further strengthen the foundation for operating the full customers' lifecycle value and provide high quality profit contribution to the Group.

(III) Brand Matrix Complementation

The Group owns 3 major postpartum center brands, namely the ultra high-end brand of "Saint Bella", the high-end brand of "Bella Isla" and "Baby Bella". The local operating ability of Fu Lei Ya and customer awareness will complement the Group's existing brands and promote the Group's global brand matrix strategy with an aim to establish a global, multilayer and differentiated brand matrix.

(IV) Strategic Implementation of the Global Merger and Acquisition

The Acquisition is a crucial step of the Group's strategic expansion of global merger and acquisition. It proves and strengthens the Group's cross-region and replicable merger and acquisition consolidating abilities. The Board notices that the overall deployment of the domestic and overseas postpartum care industry is highly scattered, there is plenty of room for expansion for leading brands and the global industry is currently at the golden period for strategic consolidation. The Group intends to take the Acquisition in the central China as a starting point, continue to secure quality maternal and infant care targets with stable profitability in core cities around the world, promote global merger and acquisition deployment and accelerate the release of global economies of scale and synergy value of cross-region networks. Investors may anticipate that the global merger and acquisition deployment will become the core engine for promoting the Group's medium to long-term value appreciation and create attractive and sustainable long-term returns for shareholders.

Directors' Opinions

The Board believes that the Acquisition is in line with the Group's overall development strategies and is beneficial for further strengthening the Group's leading position in the postpartum care industry in the PRC and Asia. Along with the continuous consolidation of quality regional assets, deep release of operational synergies, accelerated materialization of brand matrix network and accelerated global expansion, it is expected that the economies of scale of the Group's principal business and profitability will gradually improve and make room for long-term value appreciation for shareholders.

The Board also believes that terms of the Acquisition are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

As all applicable percentage ratios (as defined under the Listing Rules) in relation to the transactions contemplated under the Acquisition are below 5%, the transactions contemplated under the Acquisition do not constitute disclosable transactions of the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
SAINT BELLA GROUP LIMITED
Mr. Xiang Hua
Chairman of the Board, Executive Director
and Chief Executive Officer

Hong Kong, June 22, 2026

As of the date of this announcement, the Board comprises Mr. Xiang Hua as executive Director and Ms. Wu Annie Suk Ching, Mr. Rainer Josef Bürkle and Mr. Sim Koon Yin Edmund as independent non-executive Directors.

* *For identification purpose only*