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Sinohealth Technology Holdings Limited

中康科技控股有限公司

(formerly known as Sinohealth Holdings Limited 中康控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2361)

DISCLOSEABLE TRANSACTIONS OF (1) SUBSCRIPTION OF FEEDER FUND; AND

(2) ADVANCE FOR PROPOSED SUBSCRIPTION OF FEEDER FUND

BACKGROUND

The Board announces that on 17 April 2026, the Company entered into the April 2026 Global Champion Feeder Fund Subscription Agreement for a total subscription amount of USD5,000,000 in shares of the Feeder Fund. Furthermore, on 14 July 2026, the Company advanced a further amount of USD5,000,000 to the Feeder Fund for the purpose of participating in the Pre-IPO Investment through a specified access fund of the Feeder Fund, for which the Company will subsequently enter into the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement at a subscription amount to be ascertained based on the allotment results of the Pre-IPO Investment. The Group utilized its idle funds for the payment of the Subscription and the Proposed Subscription.

MAJOR TERMS OF THE FINANCIAL PRODUCTS

(1) Subscription of Feeder Fund

The April 2026 Global Champion Feeder Fund Subscription

On 17 April 2026, the Company entered into the April 2026 Global Champion Feeder Fund Subscription Agreement for a total subscription amount of USD5,000,000 in shares of the Feeder Fund.

Summarized below are the major terms of the April 2026 Global Champion Feeder Fund Subscription Agreement:

April 2026 Global Champion Feeder Fund Subscription Agreement

Name of product: Global Champion Feeder Fund

Class of shares subscribed (a) Class F shares

(b) Class P shares

Parties:	(i) Pacific Synergy Group Limited as investment manager (ii) Citco Custody Limited as custodian (iii) The Company as subscriber
Principal amount:	USD5,000,000, comprising of a subscription amount of USD2,500,000 in class F shares and USD2,500,000 in class P shares of the Feeder Fund.
Type of product:	(a) Class F shares are principal protected up to 35% of subscription amount with variable returns. (b) Class P shares are principal protected up to 35% of subscription amount with variable returns.
Investment objective and scope:	The Feeder Fund, through the Master Fund, aims to generate long-term annualised return by investing into a selection of collective investment scheme, investment vehicle, fund, account, or arrangement, however structured, organized, or domiciled, including but not limited to hedge funds, managed accounts, and any other form of pooled investment vehicle or managed investment account, and related assets.
Fees and charges:	The management fee is payable by the subscriber monthly in arrears as follows: (a) Class F shares are subject to a management fee of 0.5% per annum of the net asset value of the class F shares; and (b) Class P shares are subject to a management fee of 1.5% per annum of the net asset value of the class P shares. The Feeder Fund will pay the Investment Manager one-twelfth of the above management fee chargeable to each respective share class per month.
Returns:	(a) Class F shares series aims to achieve an annualized target return of 6%. Subscribers to the class F shares series will also be entitled to 10% of any surplus achieved against the target net asset value of the class F shares series calculated based on the annualized target return. (b) Class P shares series aims to achieve principal protection. Subscribers to the class P shares series will also be entitled to 65% of any surplus achieved against the target net asset value of the class P shares series.

Redemption and payment:

Subject to a maximum redemption limit of 25% of the initial investment amount per redemption. The shares in the Feeder Fund may be redeemed by the Company on the first calendar day of each calendar quarter, at the relevant redemption price. Any unredeemed amount as instructed by the subscriber shall be automatically rolled over to the redemption date in the next calendar quarter. Neither class F nor class P shares will be subject to redemption fees.

July 2026 Investment Transfer Request

On 29 June 2026, the Company authorized the transfer of its total USD2,500,000 subscription amount in the class F shares in the Feeder Fund under the April 2026 Global Champion Feeder Fund Subscription Agreement to the class P shares in the Feeder Fund in order to benefit from the higher risk-adjusted return with similar downside protection of the class P series of the Feeder Fund.

Following the aforementioned transfer, the Company is subscribed in the class P shares of the Feeder Fund in the total amount of USD5,000,000 under the terms of the April 2026 Global Champion Feeder Fund Subscription Agreement. There has been no change in the total investment amount from the subscription under the April 2026 Global Champion Feeder Fund Subscription.

(2) Advance for the Proposed Subscription of Feeder Fund

On 14 July 2026, the Company advanced the amount of USD5,000,000 to Feeder Fund for the purpose of participating in the Pre-IPO Investment through a specified access fund of the Feeder Fund, for which the Company will subsequently enter into the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement at a subscription amount to be ascertained based on the allotment results of the Pre-IPO Investment.

Summarized below are the major terms of the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement to be entered into between the Company, subject to the allotment results of the Pre-IPO Investment:

Proposed July 2026 Global Champion Feeder Fund Subscription Agreement**Name of product:**

Global Champion Feeder Fund

Class of shares to be subscribed

Class ANT shares

Proposed parties:

- (i) Pacific Synergy Group Limited as the proposed investment manager
- (ii) Citco Custody Limited as the proposed custodian
- (iii) The Company as the proposed subscriber

Principal amount:	To be ascertained based on the allotment results of the Pre-IPO Investment, the maximum of which will be USD4,385,965 after deduction of a one-off upfront subscription fee of 12% and a one-off upfront management and prepaid fee of 2% from the Company's advance of USD5,000,000.
Type of product:	Non-principal protected with variable returns
Investment objective and scope:	Class ANT series of the Feeder Fund serves as an access fund by allocating substantially all the assets of the share class into a third-party private fund which provides economic exposure to the Target Company through the Pre-IPO Investment.
Fees and charges:	(1) A one-off upfront subscription fee of 12% of the Pre-IPO Investment amount; (2) A one-off upfront management and prepaid fee of 2% of the Pre-IPO Investment amount; and (3) An annual operating and administrative fee of not more than 1% of the Pre-IPO Investment amount.
Performance Allocation:	25% of the appreciation of the class ANT shares above the entry price, the basis for which to be negotiated and determined before entering into the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement.
Returns:	Variable returns
Redemption and payment:	Redemptions of Class ANT shares will be highly restricted and will only be redeemed, repurchased or otherwise realized at such times and on such terms as the directors of the Feeder Fund may determine in their discretion, having regard to the liquidity of the underlying investments and any applicable terms of the relevant underlying funds.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Feeder Fund, the Master Fund, the Investment Manager, the Custodian and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND THE PROPOSED SUBSCRIPTION

The Subscription and the Proposed Subscription are made from the idle funds owned by the Group, for the purpose of enhancing efficiency of capital utilization of the Group to achieve greater returns, and diversify its investment portfolio. The Directors have further considered (i) the potential for higher returns offered by the Subscription and the Proposed Subscription than the prevailing fixed-term deposit interest rates generally offered by commercial banks in the PRC; (ii) the investment provides additional diversification to the Company's current financial investment portfolio; and (iii) the Subscription and the Proposed Subscription have no material impact on the operations and working capital of the Group.

The Group has implemented adequate measures to closely monitor the performance of the relevant share classes under the Feeder Fund and to review and assess the impact of the Subscription to the operation and working capital of the Group from time to time. The Board considers that the terms of the Subscription and the Proposed Subscription are on normal commercial terms, fair and reasonable, and the Subscription and the Proposed Subscription are in the interests of the Company and Shareholders as a whole.

IMPLICATION UNDER THE LISTING RULES

Each of the Subscription under the April 2026 Global Champion Feeder Fund Subscription Agreement, and the Advance under the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement at a standalone basis, does not constitute a discloseable transaction pursuant to Rule 14.06 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rule, as the highest relevant applicable percentage ratios (as defined under the Listing Rules) of the April 2026 Global Champion Feeder Fund Subscription Agreement and the Advance under the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement at an aggregate basis exceed 5% but are below 25%, the transactions thereunder constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements, but are exempt from the shareholders' approval requirements under Chapter 14 of the Listing Rules.

INFORMATION OF THE PARTIES

The Company

The Company and its subsidiaries are principally engaged in the provision of healthcare insight solutions to address the sales and marketing needs of medical product manufacturers.

The Feeder Fund, the Master Fund, the Investment Manager and the Custodian

The Global Champion Feeder Fund is open-ended investment fund with a wide base of professional investors established as an exempted company incorporated on 22 October 2024 with limited liability under the laws of the Cayman Islands with registration number OC-415089 and registered with the United States Internal Revenue Service with global intermediary identification number JK4KV8.99999.SL.136.

The Global Champion Fund is an exempted limited company of unlimited duration with a wide base of professional investors incorporated on 22 October 2024 with limited liability under the laws of the Cayman Islands with registration number OC-415087.

Pacific Synergy Group Limited is an investment company incorporated on 29 May 2024 under the laws of Hong Kong. It is licensed by the SFC to carry out type 4 and type 9 regulated activities under the Securities and Futures Ordinance (Cap.571).

Citco Custody Limited is a financial service provider incorporated on 25 February 2013 under the laws of Malta. Citco Custody Limited is a subsidiary of the global financial services firm Citco Group Limited that provides specialized banking, asset servicing, and custody solutions.

DEFINITIONS

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

“Advance”	the advance of USD5,000,000 to Global Champion Feeder Fund for the purpose of participating in the Pre-IPO Investment through class ANT series of the Feeder Fund;
“April 2026 Global Champion Feeder Fund Subscription Agreement”	the subscription agreement for class F and class P shares in the Feeder Fund entered into by the Company on 17 April 2026 for a subscription amount of USD5,000,000;
“Board”	the board of Directors;
“Company”	Sinohealth Technology Holdings Limited (中康科技控股有限公司), a company incorporated in the Cayman Islands with limited liability and formerly known as Sinohealth Holdings Limited (中康控股有限公司), whose shares are listed on the main board of the Hong Kong Stock Exchange;
“Custodian”	Citco Custody Limited, a financial service provider incorporated on 25 February 2013 under the laws of Malta;
“Director(s)”	the director(s) of the Company;
“Feeder Fund”	the Global Champion Feeder Fund, an open-ended investment fund incorporated as an exempted company incorporated on 22 October 2024 with limited liability under the laws of the Cayman Islands with registration number OC-415089 and registered with the United States Internal Revenue Service with global intermediary identification number JK4KV8.99999.SL.136;
“Group”	the Company and its subsidiaries;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Investment Manager”	Pacific Synergy Group Limited, a investment company incorporated on 29 May 2024 under the laws of Hong Kong;
“July 2026 Investment Transfer Request”	the transfer of all USD2,500,000 subscription amount in the class F shares in the Feeder Fund under the April 2026 Global Champion Feeder Fund Subscription Agreement to the class P shares in the Feeder Fund

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Master Fund”	the Global Champion Fund, an exempted limited company of unlimited duration incorporated on 22 October 2024 with limited liability under laws of the Cayman Islands with registration number OC-415087;
“Pre-IPO Investment”	the current pre-initial public offering round of the Target Company
“Proposed July 2026 Global Champion Feeder Fund Subscription Agreement”	the subscription agreement for class ANT shares in the Feeder Fund to be entered into by the Company in July 2026 for an additional subscription amount to be ascertained based on the allotment results of the Pre-IPO Investment, the maximum of which will be USD4,385,965 after deduction of a one-off upfront subscription fee of 12% and a one-off upfront management and prepaid fee of 2% from the Company’s advance of USD5,000,000;
“Proposed Subscription”	the proposed subscription under the Proposed July 2026 Global Champion Feeder Fund Subscription Agreement;
“SFC”	the Securities and Futures Commission of Hong Kong;
“Shareholder(s)”	the shareholders of the Company;
“Subscription”	the subscription under the April 2026 Global Champion Feeder Fund Subscription Agreement;
“Target Company”	A large language model artificial intelligence company in the pre-IPO stage;
“USD”	United States dollar, the lawful currency of the United States of America;
“%”	per cent

By order of the Board
Sinohealth Technology Holdings Limited
Wu Yushu
Chairman

Hong Kong, 14 July 2026

As at the date of this announcement, the Company’s 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.