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**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

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

**(Stock Code: 2211)**

**(I) PROPOSED CAPITAL REORGANISATION;  
AND**

**(II) PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS  
SHARES FOR EVERY ONE (1) ADJUSTED SHARE HELD ON THE  
RECORD DATE ON A NON-UNDERWRITTEN BASIS**

**I. PROPOSED CAPITAL REORGANISATION**

The Company proposes to implement the Capital Reorganisation involving:

- (i) the Capital Reduction whereby the nominal or par value of each issued Existing Share will be reduced from US\$0.10 to US\$0.01 by cancelling the paid-up capital to the extent of US\$0.09 on each issued Existing Share;
- (ii) the Share Subdivision whereby immediately following the Capital Reduction becoming effective, each authorised but unissued Existing Share of a nominal or par value of US\$0.10 each will be sub-divided into ten (10) Adjusted Shares of a nominal or par value of US\$0.01 each; and
- (iii) the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) will be transferred to a distributable reserve account of the Company which may

be applied by the Company in any manner permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate.

Upon the Capital Reorganisation becoming effective, the Adjusted Shares will be identical in all respects and rank pari passu in all respects with each other and will have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

**Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Capital Reorganisation” in this announcement. Therefore, the Capital Reorganisation may or may not proceed.**

## **II. PROPOSED RIGHTS ISSUE**

The Board proposes, subject to the Capital Reorganisation becoming effective, to raise approximately HK\$176.90 million before expenses, by way of Rights Issue of a maximum of 442,184,872 Rights Shares at the Subscription Price of HK\$0.40 per Rights Share on the basis of four (4) Rights Shares for every one (1) Adjusted Share held on the Record Date and payable in full on acceptance. The Rights Issue is not underwritten and will not be extended to the Non-Qualifying Shareholder(s), if any.

The Company will provisionally allot to the Qualifying Shareholders four (4) Rights Share in nil-paid form for every one (1) Adjusted Share in issue and held on the Record Date.

There will be no excess application arrangements in relation to the Rights Issue. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue and there is no minimum amount to be raised under the Rights Issue. In the event of an undersubscription of the Rights Issue, the size of the Rights Issue will be reduced accordingly.

Assuming no change in the number of issued Shares on or before the Record Date and that no Adjusted Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum number of 442,184,872 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represent: (i) 400% of the total number of Shares in issue as at the date of this announcement; and (ii) 80% of the total number of Shares to be in issue as enlarged by the allotment and issue of the Rights Shares (assuming all the Rights Shares will be taken up).

The Rights Issue will only be available to the Qualifying Shareholders. To qualify for the Rights Issue, Shareholders must be registered as members of the Company on the Record Date and not be Non-Qualifying Shareholders.

### **Irrevocable Undertakings**

Pursuant to the Irrevocable Undertakings, each of Asia Health, a company wholly-owned by Mr. Chu (the chairman of the Board and an executive Director), and Mr. Chu has irrevocably undertaken to the Company (i) to apply and pay for all Rights Shares which will be in the assured allotment of Rights Shares in respect of the 9,069,079 Adjusted Shares and 709,020 Adjusted Shares beneficially owned by it and him respectively; and (ii) that it/he will remain to be the beneficial owner of the 9,069,079 Shares and 743,020 Shares respectively at the close of business on the Record Date.

Save for the Irrevocable Undertakings, the Board has not received any information or irrevocable undertakings from any Shareholders of their intention to take up the securities of the Company to be offered to them under the Rights Issue.

Besides, on the date of this announcement, each of Mr. Jin Dongtao, Mr. Jin, Mr. Zhao, Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie has given his/her irrevocable undertaking to the Company to the effect that he/she will not exercise any of his/her share options on or before the Record Date.

### **The Compensatory Arrangements and the Placing Agreement**

According to Rule 7.21(1)(b) of the Listing Rules, the Company will make the Compensatory Arrangements to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering these Rights Shares to independent placees, who and whose ultimate beneficial owners(s) shall be Independent Third Party(ies), for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 17 July 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to, on a best effort basis, procure placee(s), who and whose ultimate beneficial owner(s) are Independent Third Party(ies), to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

## **IMPLICATIONS UNDER THE LISTING RULES**

### **Capital Reorganisation**

The Capital Reorganisation is conditional upon, among other things, the approval by the Shareholders by way of a special resolution at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders or their associates would have any interest in the Capital Reorganisation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Capital Reorganisation at the EGM.

### **Rights Issue**

As the Rights Shares are not issued pursuant to the general mandate of the Company, in accordance with Rule 7.19A(1) of the Listing Rules, among other things, the Rights Issue must be made conditional on approval by the Independent Shareholders at the EGM and, pursuant to Rule 7.19A(1) of the Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholder, the Directors (other than the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) relating to the Rights Issue. As such, Asia Health (which holds 9,069,079 Shares and is wholly-owned by Mr. Chu), Mr. Chu (who personally holds 743,020 Shares), Mr. Jin (who personally holds 30,000 Shares) and Mr. Zhao (who personally holds 34,340 Shares) shall abstain from voting in favour of the resolutions to approve the Rights Issue at the EGM.

### **GENERAL**

The EGM will be convened to consider and, if thought fit, among other things, approve the Capital Reorganisation and the Rights Issue (including the grant of the Specific Mandate). The aforementioned resolutions will be voted on by the Shareholders (or the Independent Shareholders in the case of the Rights Issue) by way of poll. A circular containing, among other things, (i) further details of the Capital Reorganisation and the Rights Issue (including the grant of the Specific Mandate); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue; (iii) the letter of advice from the Independent Financial Adviser; (iv) other information as required under the Listing Rules; and (v) the notice of the EGM, is expected to be despatched to the Shareholders on or before 31 July 2026.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, save for Mr. Chu (who has material interest in the Rights Issue), no other Director has material interest in the Capital Reorganisation or the Rights Issue (including the grant of the Specific Mandate) and accordingly, no Director is required to abstain from voting on the

resolutions passed by the Board to approve the Capital Reorganisation, and save for Mr. Chu, no other Director is required to abstain from voting on the resolutions passed by the Board to approve the Rights Issue.

The Independent Board Committee comprising all independent non-executive Directors has been established to make recommendation to the Independent Shareholders regarding the Rights Issue and the transactions contemplated thereunder, including the Specific Mandate. Altus Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue including the Subscription Price, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. If there is an undersubscription of the Rights Issue as a result of untaken rights not being fully taken up by Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.**

**Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived (where applicable), and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

## **I. PROPOSED CAPITAL REORGANISATION**

The Company proposes to implement the Capital Reorganisation involving:

- (i) the Capital Reduction whereby the nominal or par value of each issued Existing Share will be reduced from US\$0.10 to US\$0.01 by cancelling the paid-up capital to the extent of US\$0.09 on each issued Existing Share;

- (ii) the Share Subdivision whereby immediately following the Capital Reduction becoming effective, each authorised but unissued Existing Share of a nominal or par value of US\$0.10 each will be sub-divided into ten (10) Adjusted Shares of a nominal or par value of US\$0.01 each; and
- (iii) the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) will be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate.

### **Effects of the Capital Reorganisation**

As at the date of this announcement, the authorised share capital of the Company is US\$50,000,000.00 divided into 500,000,000 Existing Shares of a nominal or par value of US\$0.10 each, and there are 110,546,218 Existing Shares in issue which are fully paid or credited as fully paid. Assuming that there will be no change in the number of issued Existing Shares from the date of this announcement up to and including the date on which the Capital Reorganisation becomes effective, the authorised share capital of the Company will become US\$50,000,000.00 divided into 5,000,000,000 Adjusted Shares, of which 110,546,218 Adjusted Shares will be in issue. The aggregate nominal value of the issued share capital of the Company will become US\$1,105,462.18, and the amount deemed to be paid up on each Adjusted Share is US\$0.01.

The table below summarises the effect of the Capital Reorganisation (assuming that there will be no change in the number of Existing Shares from the date of this announcement up to and including the date on which the Capital Reorganisation becomes effective):

|                                                      | <b>As at the date of<br/>this announcement</b> | <b>Immediately upon the<br/>Capital Reorganisation<br/>becoming effective</b> |
|------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------------|
| Par value                                            | US\$0.10 per Existing Share                    | US\$0.01 per Adjusted Share                                                   |
| Number of authorised<br>Shares                       | 500,000,000 Existing Shares                    | 5,000,000,000 Adjusted Shares                                                 |
| Amount of authorised share<br>capital of the Company | US\$50,000,000.00                              | US\$50,000,000.00                                                             |
| Number of issued Shares                              | 110,546,218 Existing Shares                    | 110,546,218 Adjusted Shares                                                   |

|                                                      | <b>As at the date of<br/>this announcement</b> | <b>Immediately upon the<br/>Capital Reorganisation<br/>becoming effective</b> |
|------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------------|
| Amount of the issued share<br>capital of the Company | US\$11,054,621.80                              | US\$1,105,462.18                                                              |

Upon the Capital Reorganisation becoming effective, the Adjusted Shares will be identical in all respects and rank pari passu in all respects with each other and will have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company. Other than the relevant expenses incurred and to be incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Conditions of the Capital Reorganisation**

The Capital Reorganisation is conditional upon:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reorganisation and transactions contemplated thereunder;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares upon the Capital Reorganisation becoming effective;
- (iii) registration by the Registrar of Companies in the Cayman Islands of a copy the solvency statement to be made by the directors of the Company in the prescribed form under the Companies Act, confirming that the Company will be able to pay its debts as they fall due in the ordinary course of business, and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction;
- (iv) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reorganisation; and
- (v) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

## **Listing and Dealings**

Application will be made to the Listing Committee for the granting of the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reorganisation and all necessary arrangements will be made for the Adjusted Shares to be admitted into CCASS. Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Adjusted Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the Adjusted Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

## **Free exchange of share certificates**

Subject to the Capital Reorganisation becoming effective, the Shareholders may, on or after Tuesday, 25 August 2026 until Tuesday, 24 September 2026 (both days inclusive), submit share certificates for the Existing Shares (in light yellow colour) to the Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for Adjusted Share certificates for the Adjusted Shares (in light blue colour). Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each Adjusted Share certificate issued for the Adjusted Shares, whichever the number of certificates cancelled/issued is higher. All existing certificates of the Shares will continue to be evidence of title to such Shares and be valid for delivery, trading and settlement purpose.

## **Reasons for the Capital Reorganisation**

The proposed Capital Reorganisation will enable the nominal or par value of the Existing Shares to be reduced from US\$0.10 to US\$0.01 each. The credit arising from the Capital Reduction of approximately US\$9.95 million will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. Further, under the Companies Act, the Company is restricted in its ability to issue Shares at a price lower than their nominal or par value. The Capital Reduction will reduce the par value of the Shares, which allows the Company to

conduct the Rights Issue at the Subscription Price of HK\$0.40 (equivalent to approximately US\$0.05) per Rights Share, and will also provide the Company with greater flexibility to accommodate the issue of further Adjusted Shares in the future when necessary. The Board believes that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole and that will not have any material adverse effect on the financial position of the Group nor result in any changes in the relative rights of the Shareholders.

## II. PROPOSED RIGHTS ISSUE

The Board proposes, subject to the Capital Reorganisation becoming effective, to raise approximately HK\$176.90 million before expenses, by way of Rights Issue of a maximum of 442,184,872 Rights Shares at the Subscription Price of HK\$0.40 per Rights Share on the basis of four (4) Rights Shares for every one (1) Adjusted Share held on the Record Date and payable in full on acceptance. Details of the Rights Issue are summarised as follows:

### Issue statistics

|                                                                              |   |                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Basis of the Rights Issue                                                    | : | Four (4) Rights Shares for every one (1) Adjusted Share held on the Record Date                                                                                                                                                                         |
| Subscription Price                                                           | : | HK\$0.40 per Rights Share                                                                                                                                                                                                                               |
| Number of Adjusted Shares in issue                                           | : | 110,546,218 Adjusted Shares                                                                                                                                                                                                                             |
| Number of Rights Shares                                                      | : | Up to 442,184,872 Rights Shares                                                                                                                                                                                                                         |
| Number of Rights Shares undertaken to be taken up by Asia Health and Mr. Chu | : | 39,248,396 Adjusted Shares                                                                                                                                                                                                                              |
| Total number of Adjusted Shares in issue upon completion of the Rights Issue | : | Up to 552,731,090 Adjusted Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no Adjusted Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) |
| Aggregate nominal value of the Rights Shares                                 | : | Up to US\$4,421,848.72 (assuming no change in the number of Shares in issue on or before the Record Date)                                                                                                                                               |
| Maximum funds to be raised before expenses                                   | : | Up to approximately HK\$176.90 million (assuming all the Rights Shares will be fully taken up)                                                                                                                                                          |

As at the date of this announcement, the Company has 2,247,000 outstanding share options granted under the Share Option Scheme carrying rights for the holders thereof to subscribe for an aggregate of 2,247,000 Shares, representing approximately 2.0% of the issued share capital of the Company as at the date of this announcement. The 2,247,000 outstanding share options have all been vested in the optionholders.

On the date of this announcement, each of Mr. Jin Dongtao, Mr. Jin, Mr. Zhao, Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie, all are Directors (except Mr. Jin Dongtao), has given his/her irrevocable undertaking to the Company to the effect that he/she will not exercise any of his/her share options on or before the Record Date.

After taking into account the share options granted to certain Directors, which carry rights to subscribe for an aggregate of 94,000 Shares but will not be exercised on or before the Record Date, a total of 2,153,000 new Shares (representing approximately 1.9% of the Company's issued share capital as at the date of this announcement) would be allotted and issued upon full exercise of the outstanding share options held by the other option holders. However, it is highly unlikely that such outstanding share options will be exercised on or before the Record Date, given that the exercise prices (HK\$8.30 and HK\$15.70, respectively) are substantially higher than the current market price per Share.

Save for the above, the Company has no other outstanding warrants, options (or unvested options) or convertible securities in issue or other similar rights which confer any right to convert into or subscribe for Shares as at the date of this announcement.

Assuming no change in the number of issued Shares on or before the Record Date and that no Adjusted Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum number of 442,184,872 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represent: (i) 400% of the total number of Shares in issue as at the date of this announcement; and (ii) 80% of the total number of Shares to be in issue as enlarged by the allotment and issue of the Rights Shares (assuming all the Rights Shares will be taken up).

### **Subscription Price**

The Subscription Price is HK\$0.40 per Rights Share, payable in full on application of the relevant assured allotment of the Rights Shares. The Subscription Price represents:

- (i) a discount of approximately 4.76% to the closing price of HK\$0.420 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.19% to the average closing price of approximately HK\$0.431 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day;

- (iii) a discount of approximately 1.00% to the theoretical ex-entitlement price of HK\$0.404 per Share based on the closing price of HK\$0.420 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iv) a discount of approximately 7.19% to the average closing price of HK\$0.431 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the Last Trading Day;
- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of approximately 5.75% represented by the theoretical diluted price of approximately HK\$0.4062 to the benchmarked price of HK\$0.431 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.420 per Share and the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day of HK\$0.431 per Share), and calculated on the basis that the Rights Issue will be fully subscribed; and
- (vi) a discount of approximately 87.95% to the unaudited consolidated net asset value per Share of approximately HK\$3.32 as at 31 December 2025 (based on the latest published unaudited consolidated net asset value of the Group attributable to the Shareholders of approximately HK\$342.05 million and 110,546,218 Shares in issue as at 31 December 2025).

The net price per Rights Share (after deducting the relevant expenses) will be approximately HK\$0.39 per Rights Share.

The Subscription Price was determined by the Company with reference to, among other things, (i) the prevailing market conditions; (ii) the Group's current financial position; and (iii) the funding and working capital needs of the Group as set out in the paragraph headed "Reasons for the Rights Issue and Use of Proceeds" below.

Each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the same Subscription Price in proportion to his/her/its existing shareholding in the Company. The Directors (excluding the members of the Independent Board Committee whose opinions in respect of the Rights Issue will be set forth in the circular after taking into consideration the advice from the Independent Financial Adviser) consider the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Basis of provisional allotment**

The basis of the provisional allotment shall be four (4) Rights Shares for every one (1) Adjusted Share held by a Qualifying Shareholder as at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before 4:00 p.m. on the Latest Time for Acceptance.

## **Status of the Rights Shares**

The Rights Shares (when allotted, fully paid and issued) will rank pari passu in all respects with the Adjusted Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

## **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders for subscription and will not be available to the Non-Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders; and (ii) the Prospectus with the Overseas Letter, for information only, to the Non-Qualifying Shareholders. No PAL will be sent to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, the Shareholder must be registered as a member of the Company on the Record Date and must be a Qualifying Shareholder.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

In order to be registered as a member of the Company on the Record Date, Shareholders must lodge any transfers of Shares (with the relevant share certificate(s)) with the Registrar, Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, being the Company's share registrar and transfer office in Hong Kong by 4:30 p.m. on Thursday, 27 August 2026.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company.

## **Rights of Overseas Shareholders and Non-Qualifying Shareholders**

If at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside of Hong Kong, that Shareholder may not be eligible to take part in the Rights Issue. The Prospectus Documents will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than in Hong Kong.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Directors will make enquiries as to whether the issue of Rights Shares to the Overseas Shareholders may contravene the applicable securities legislation(s) of the relevant overseas place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s). If, after making such enquiry, the Directors are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place(s) or any requirement of the relevant regulatory body(ies) or stock exchange(s) in that or those place(s), not to offer the Rights Shares to such Overseas Shareholders, no provisional allotment of Rights Shares will be made to such Overseas Shareholders.

Accordingly, the Rights Issue will not be extended to the Non-Qualifying Shareholders. The Rights Shares which would otherwise have been in the assured allotments of the Non-Qualifying Shareholders will be placed by the Placing Agent under the Compensatory Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties. The Company will disclose the results of the enquiry in the Prospectus regarding the legal restrictions on the issue and allotment of Rights Shares to the Overseas Shareholders.

### **Closure of register of members**

The register of members of the Company will be closed from Friday, 28 August 2026 to Thursday, 3 September 2026, both days inclusive, to determine the entitlements to the Rights Issue. No transfer of Shares will be registered during this period.

### **No fractional entitlements to the Rights Shares**

On the basis of provisional allotment of four (4) Rights Shares for every one (1) Adjusted Share held on the Record Date, no fractional entitlements to the Rights Shares shall arise under the Rights Issue. No odd lot matching services in relation to the Rights Issue will be provided.

### **Stamp duty and other applicable fees**

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

## **Non-underwritten basis**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The Unsubscribed Rights Share and the NQS Unsold Rights Shares, if any, will be placed to independent placees under the Compensatory Arrangements. Any Unsubscribed Rights and the NQS Unsold Rights Shares not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There are no statutory requirements regarding minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the Rights Issue may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms such that the Company will provide for the Qualifying Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder(s) to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) (as applied by Rule 7.24) of the Listing Rules.

## **The Compensatory Arrangements and the Placing Agreement**

Pursuant to Rule 7.26A(2) of the Listing Rules, the Company must make arrangements as stipulated in Rule 7.26A(1)(b) of the Listing Rules to dispose of any Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering such Unsubscribed Rights Shares and NQS Unsold Rights Shares to independent placees for the benefit of the relevant No Action Shareholders. Pursuant to the Placing Agreement, the Company appointed the Placing Agent to place the Placing Shares during the Placing Period to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties on a best effort basis, any premium over the Subscription Price for those Rights Shares and Non-Qualifying Shareholders that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 4:00 p.m., on 28 September 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. In order to comply with the Listing Rules, the Company has entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Rights Shares at the Placing price. Principal terms of the Placing Agreement are summarised below:

Date : 17 July 2026

Placing Agent : Yuet Sheung International Securities Limited

- Placing commission : 3% of the amount which is equal to the Placing price multiplied by the Unsubscribed Rights Shares and NQS Unsold Rights Shares that have been successfully placed by the Placing Agent, subject to a maximum Placing commission of HK\$3,500,000.00.
- Placing Price : The placing price of each of the Placing Shares shall be at least equal to the Subscription Price.
- The final price determination depends on the demand and market conditions of the Placing Shares during the process of placement.
- Placing Period : The period from Tuesday, 22 September 2026 up to 4:00 p.m. on Monday, 28 September 2026, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements.
- Placees : The Placing Shares are expected to be placed to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties.
- Ranking of the Placing Shares : The Placing Shares (when placed, allotted, issued and fully paid) shall rank pari passu in all respects among themselves and with the Adjusted Shares in issue as at the date of completion of the Placing.
- Termination : If at any time prior to completion of the Compensatory Arrangements:
- (i) the Company fails to comply with its obligations under the Placing Agreement; or
  - (ii) it comes to the notice of the Placing Agent that any statement contained in any document issued in connection with the Compensatory Arrangements has become or would be untrue, incorrect or misleading in any material respect or would constitute a material omission therefrom; or

- (iii) any of the warranties of the Company under the Placing Agreement is not, or has ceased to be, true, accurate and not misleading in any respect by reference to the facts subsisting at the time, and such matter is reasonably considered by the Placing Agent to be material in the context of the Compensatory Arrangements then the Placing Agent may in its absolute discretion by giving notice in writing to the Company terminate the Placing Agent's obligation under the Placing Agreement.

In case of force majeure occurring at any time prior to completion of the Compensatory Arrangements which renders the Compensatory Arrangements impracticable or inadvisable, or any event or omission occurs or comes to the Placing Agent's notice which will or may be materially prejudicial to the Company or the Compensatory Arrangements, then the Placing Agent will consult with the Company but may, in its absolute discretion, by notice in writing to the Company, terminate the Placing Agreement pursuant to the terms therein.

The Company shall use its best endeavours to procure the fulfillment of such conditions precedent to the Placing Agreement by the Placing Long Stop Date. If any of the conditions precedent to the Placing Agreement have not been fulfilled by the Placing Long Stop Date or become incapable of being fulfilled (subject to the Placing Agent not exercising its rights to waive or extend the time for fulfillment of such conditions), then the Placing will lapse and all rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine, save in respect of any accrued rights or obligations under the Placing Agreement or antecedent breach thereof.

- Conditions Precedent: :
- The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled (or being waived by the Placing Agent in writing, if applicable):
- (i) the Capital Reorganisation having become effective;
  - (ii) the Listing Committee having granted the listing of, and permission to deal in, the Rights Shares;
  - (iii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and
  - (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Placing Agent may, in its absolute discretion, waive the fulfilment of all or any or any part of the above conditions (other than that set out in paragraph (ii) above) by notice in writing to the Company.

- Completion :
- Completion is expected to take place within three (3) Business Days after publication of an announcement by the Company of the number of the Placing Shares under the Compensatory Arrangements and upon fulfilment or waiver (as the case may be) of the conditions to the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

The Placing price shall be at least equal to the Subscription Price. Any Placing Shares remain not placed after completion of the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As explained above, the Unsubscribed Rights Shares and NQS Unsold Rights Shares will be placed by the Placing Agent to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders and the Non-Qualifying Shareholders. If all or any of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis.

The Board considered that the Compensatory Arrangements are fair and reasonable and provide adequate safeguard to protect the interests of the Company's minority Shareholders since the Compensatory Arrangements would provide (i) a distribution channel of the Placing Shares to the Company; (ii) an additional channel of participation in the Rights Issue for the Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders and the Non-Qualifying Shareholders.

The Placing Agent confirms that it is an Independent Third Party, and that there is no other arrangement, agreement, understanding or undertaking in relation to the Shares. The terms of the Placing Agreement, including the placing commission, were determined after arm's length negotiation between the Placing Agent and the Company with reference to the prevailing market rate and the Company considers the terms to be normal commercial terms.

Given that the Company has put in place the above Compensatory Arrangements as required by Rule 7.26A(1)(b) of the Listing Rules, there will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.26A(1)(a) of the Listing Rules.

### **Application for listing**

The Company shall make an application to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares.

Subject to the granting of listing of, and permission to deal in, the Rights Shares on the Stock Exchange, the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Rights Shares on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong.

## **Share certificates and refund cheques for the Rights Shares**

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all Rights Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for (where appropriate), and paid for the Rights Shares on or before Tuesday, 6 October 2026 by ordinary post at their own risk. If the Rights Issue is terminated, refund cheques in respect of the applications for Rights Shares are expected to be posted on or before Tuesday, 6 October 2026 by ordinary post to the applicants at their own risk.

**Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and the Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.**

## **The Irrevocable Undertakings**

Pursuant to the Irrevocable Undertakings, each of Asia Health, a company wholly-owned by Mr. Chu (the chairman of the Board and an executive Director), and Mr. Chu has irrevocably undertaken to the Company (i) to apply and pay for all Rights Shares which will be in the assured allotment of Rights Shares in respect of the 9,069,079 Adjusted Shares and 709,020 Adjusted Shares beneficially owned by it and him respectively; and (ii) that it/he will remain to be the beneficial owner of the 9,069,079 Adjusted Shares and 743,020 Adjusted Shares respectively at the close of business on the Record Date.

Save for the Irrevocable Undertakings, the Board has not received any information or irrevocable undertakings from any Shareholders of their intention to take up the securities of the Company to be offered to them under the Rights Issue.

Besides, on the date of this announcement, each of Mr. Jin Dongtao, Mr. Jin, Mr. Zhao, Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie has given his/her irrevocable undertaking to the Company to the effect that he/she will not exercise any of his/ her share options on or before the Record Date.

## **Conditions of the Rights Issue**

The Rights Issue is conditional upon:

- (a) the Capital Reorganisation having become effective;
- (b) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares by no later than the first day of their dealings;

- (c) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by all Directors (or by their agents duly authorised in writing) and otherwise in compliance with the Listing Rules and the CWUMPO not later than the Prospectus Posting Date;
- (d) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and the Overseas Letter to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (e) compliance with and performance of all undertakings and obligations of Asia Health and Mr. Chu under the Irrevocable Undertakings in all material respects; and
- (f) where applicable, all necessary approvals, permissions, consents, waivers (including Shareholders or Independent Shareholders, regulators and creditors of the Company) required under the memorandum and articles of the Company, applicable laws (including the Listing Rules, the SFO and otherwise) having been obtained in respect of the Rights Issue.

The Company shall use its reasonable endeavours to procure the fulfilment of the conditions above (to the extent it is within its power to do so), and shall do all the things required to be done by it pursuant to the Prospectus Documents or otherwise reasonably necessary to give effect to the Rights Issue. If any of the conditions referred to above are not fulfilled at or before 4:00 p.m. on 29 September 2026 (or such later date as the Company may determine), the Rights Issue will not proceed. As at the date of this announcement, none of the above conditions has been fulfilled.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. If there is an undersubscription of the Rights Issue as a result of untaken rights not being fully taken up by Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.**

**Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

### **Expected timetable**

The expected timetable for the Rights Issue set out below is indicative only and has been prepared on the assumption that the Rights Issue will be approved by the Independent Shareholders at the EGM. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

| <b>Event</b>                                                                                                         | <b>Date and time<br/>2026</b>                                         |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Despatch of Company's circular in relation to the Capital Reorganisation and the Rights Issue, and the notice of EGM | On or before Friday, 31 July                                          |
| Latest time for registration of Shares to qualify for attendance and voting at the EGM                               | 4:30 p.m. on Wednesday,<br>12 August                                  |
| Closure of the register of members of the Company for the EGM                                                        | Thursday, 13 August to<br>Tuesday, 18 August<br>(both days inclusive) |
| Latest time for lodging forms of proxy for the purpose of the EGM                                                    | 10:00 a.m. on Sunday,<br>16 August                                    |
| EGM for approving the Capital Reorganisation and the Rights Issue                                                    | 10:00 a.m. on Tuesday,<br>18 August                                   |
| Announcement of results of EGM to be published on the Stock Exchange website                                         | Tuesday, 18 August                                                    |
| Register of members of the Company re-opens                                                                          | Wednesday, 19 August                                                  |

**The following events are conditional on the fulfilment of the conditions relating to the Capital Reduction and the Subdivision and therefore the dates are tentative only:**

|                                              |                                           |
|----------------------------------------------|-------------------------------------------|
| Effective date of the Capital Reorganisation | Before 9:00 a.m. on<br>Tuesday, 25 August |
|----------------------------------------------|-------------------------------------------|

| <b>Event</b>                                                                                                                                             | <b>Date and time<br/>2026</b>                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| First day of free exchange of existing share certificates of the Existing Shares for the Adjusted Shares                                                 | Tuesday, 25 August                                                     |
| Last day for free exchanges of existing share certificates of the Existing Shares for the Adjusted Shares                                                | Thursday, 24 September                                                 |
| <b>The following events are conditional on the fulfilment of the conditions relating to the Rights Issue and therefore the dates are tentative only:</b> |                                                                        |
| Last day of dealings in Shares on a cum-entitlement basis                                                                                                | Tuesday, 25 August                                                     |
| First day of dealings in Shares on an ex-entitlement basis                                                                                               | Wednesday, 26 August                                                   |
| Latest time for the Shareholders to lodge transfer of Shares in order to qualify for the Rights Issue                                                    | 4:30 p.m. on Thursday,<br>27 August                                    |
| Register of members of the Company closed for Rights Issue                                                                                               | Friday, 28 August to Thursday,<br>3 September<br>(both days inclusive) |
| Record Date for determining entitlements under the Rights Issue                                                                                          | Thursday, 3 September                                                  |
| Register of members of the Company re-opens                                                                                                              | Friday, 4 September                                                    |
| Despatch of the Prospectus Documents (in case of the Non-Qualifying Shareholders, the Prospectus and the Overseas Letter only)                           | Friday, 4 September                                                    |
| First day of dealings in nil-paid Rights Shares                                                                                                          | Tuesday, 8 September                                                   |
| Latest time for splitting of PALs                                                                                                                        | 4:30 p.m. on Thursday,<br>10 September                                 |
| Last day of dealings in nil-paid Rights Shares                                                                                                           | Tuesday, 15 September                                                  |
| Latest Time for Acceptance and payment for the Rights Shares                                                                                             | 4:00 p.m. on Friday,<br>18 September                                   |

| <b>Event</b>                                                                                                                                                                                         | <b>Date and time<br/>2026</b>        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of the Net Gain                                                                             | 4:00 p.m. on Friday,<br>18 September |
| Announcement of the number of the Unsubscribed Rights Shares subject to the Compensatory Arrangements                                                                                                | Monday, 21 September                 |
| Commencement of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Compensatory Arrangements                                                                  | Tuesday, 22 September                |
| Placing End Date                                                                                                                                                                                     | 4:00 p.m. on Monday,<br>28 September |
| Announcement of allotment results of the Rights Shares to be published on the Stock Exchange                                                                                                         | On or before Monday, 5 October       |
| Despatch of share certificates for fully-paid Rights Shares and/or refund cheques (if applicable) for Rights Shares                                                                                  | Tuesday, 6 October                   |
| Dealings in the fully-paid Rights Shares commence                                                                                                                                                    | 9:00 a.m. on Wednesday,<br>7 October |
| Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders and net proceeds from the sale of nil-paid Rights Shares to the relevant Non-Qualifying Shareholders (if any) | Friday, 23 October                   |

All times stated above refer to Hong Kong times.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

## **Effect of bad weather or Extreme Conditions on the Latest Time for Acceptance and payment for the Rights Issue**

If there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning or Extreme Conditions,

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 17 September 2026 (being the date of the Latest Time for Acceptance), the latest time of acceptance of and payment for the Rights Shares will not take place at the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same Business Day instead;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 17 September 2026 (being the date of the Latest Time for Acceptance), the latest time of acceptance of and payment for the Rights Shares will not take place at the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Thursday, 17 September 2026, the dates mentioned in this section headed “Expected Timetable” in this announcement may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS**

The Company and its subsidiaries are principally engaged in the distribution and retail of drugs, healthcare products and other pharmaceutical products in the northeastern region of the People’s Republic of China. As at 30 June 2026, cash and cash equivalent of the Group were approximately HK\$32.0 million, which has been earmarked for paying staff salary and repayment of bank loan. In light of the Group’s ongoing financial challenges and limited liquidity, the Directors consider that additional capital is essential to strengthen the financial position and business development of the Group.

The net proceeds from the Rights Issue, after deducting professional fees and all other related expenses, are expected to be approximately HK\$172.40 million, assuming the Rights Shares are fully subscribed at the Subscription Price.

The Company intends to allocate the net proceeds as follows:

Approximately HK\$80.0 million will be utilized for the acquisition of controlling interest in a specified traditional Chinese medicine (TCM) manufacturer located in Hong Kong (the “TCM Manufacturer”). The TCM Manufacturer possesses established production lines and retail sales locations within Hong Kong. The Board believes this strategic acquisition will create strong synergies, enabling the Group to expand its retail footprint and extend its sales network directly into Hong Kong and overseas markets.

The remaining proceeds (approximately HK\$92.4 million) will be applied as general working capital for the Group's ongoing operations. This will be allocated across the following key operational areas:

- (a) approximately HK\$15.0 million for merchandising medicine and healthcare products for retail sale;
- (b) approximately HK\$14.0 million for rental expenses for the Group's business premises;
- (c) approximately HK\$7.5 million for professional fees, staff salaries, and other routine administrative expenses; and
- (d) the balance to support other general corporate purposes and maintain healthy liquidity.

In the event the net proceeds to be raised under the Rights Issue is less than HK\$120.0 million, the net proceeds will be fully applied as general working capital to support the Group's ongoing operations disclosed above.

#### **Other fundraising alternatives**

The Company has considered other fund-raising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing or subscription of new Adjusted Shares and open offer.

In respect of bank borrowings, the Directors consider that, even if available, such facilities would carry elevated interest costs and impose liquidity pressures on the Company. Given that interest rates are expected to remain at relatively high levels after taking into account the financial position of the Group, debt financing for companies like ours may not be achievable on favourable terms in a timely manner or may require pledge of other kinds of assets or securities, which may reduce the Group's flexibility under the current market condition.

In respect of equity financing, the Directors consider that placing or subscription of new Adjusted Shares would dilute the Shareholders' interests without providing them with an opportunity to participate.

While both the Rights Issue and open offer provide the Shareholders with equal opportunity to participate in and to maintain their pro-rata shareholdings in the Company, as opposed to an open offer, the Rights Issue further provide flexibility to the Qualifying Shareholders who do not wish to take up their provisional entitlements to sell the nil-paid rights in the market, thereby recouping some value.

The objective of the Rights Issue is to enable the Shareholders to maintain their proportionate shareholding interests in the Company should they wish to do so, ensuring stability in the Shareholders' base in the Company, and to participate in the Company's future growth and development. The Board therefore considers raising funds by way of Rights Issue instead of an open offer will be more beneficial to the Company and the Shareholders in the current circumstances.

However, the No Action Shareholders should note that their shareholding interest in the Company will be diluted. The Board has considered that the potential dilution impact on the shareholding interests of the Qualifying Shareholders, which may only happen when the Qualifying Shareholders do not subscribe for their pro-rata Rights Shares, to be acceptable.

Having taken into account the terms and conditions of the Rights Issue, the Directors (excluding the members of the Independent Board Committee in respect of the Rights Issue whose opinions in respect of the Rights Issue will be set forth in the circular after taking into consideration the advice from the Independent Financial Adviser) consider that the terms of the Rights Issue are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. In addition, the Company is aware that any fund-raising activities by way of issuing securities of the Company will cause potential dilution impact to the shareholding of the existing Shareholders. However, the Rights Issue would allow the Company to strengthen its capital base and provide an opportunity to all Shareholders (other than the Non-Qualifying Shareholders) to participate in the growth of the Company in proportion to their shareholdings.

## **EFFECTS ON SHAREHOLDING STRUCTURE**

The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the completion of the Rights Issue (assuming all Shareholders have taken up all entitled Rights Shares under the Rights Issue); and (iii) immediately after completion of the Rights Issue (assuming (a) no Qualifying Shareholders have taken up any of his/her/its entitlement under the Rights Issue except for Asia Health and Mr. Chu pursuant to the Irrevocable Undertakings; and (b) all the Placing Shares have been placed to Independent Third Parties under the Compensatory Arrangements) is set out below:

|                                                    | As at the date of this announcement |               | Immediately after completion of the Rights Issue (assuming all Shareholders have taken up all entitled Rights Shares under the Rights Issue) |               | Immediately after completion of the Rights Issue (assuming (a) no Qualifying Shareholders have taken up any of his/her/its entitlement under the Rights Issue except for Asia Health and Mr. Chu pursuant to the Irrevocable Undertakings; and (b) all the Placing Shares have been placed to Independent Third Parties under the Compensatory Arrangements) |               |
|----------------------------------------------------|-------------------------------------|---------------|----------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
|                                                    | No. of Shares                       | %             | No. of Shares                                                                                                                                | %             | No. of Shares                                                                                                                                                                                                                                                                                                                                                | %             |
| Directors and their respective associates (if any) |                                     |               |                                                                                                                                              |               |                                                                                                                                                                                                                                                                                                                                                              |               |
| Asia Health                                        | 9,069,079                           | 8.20          | 45,345,395                                                                                                                                   | 8.20          | 45,345,395                                                                                                                                                                                                                                                                                                                                                   | 8.20          |
| Mr. Chu                                            | 743,020                             | 0.67          | 3,715,100                                                                                                                                    | 0.64          | 3,715,100                                                                                                                                                                                                                                                                                                                                                    | 0.64          |
| Mr. Zhao                                           | 34,340                              | 0.03          | 151,700                                                                                                                                      | 0.03          | 34,340                                                                                                                                                                                                                                                                                                                                                       | 0.01          |
| Mr. Jin                                            | 30,000                              | 0.03          | 150,000                                                                                                                                      | 0.03          | 30,000                                                                                                                                                                                                                                                                                                                                                       | 0.01          |
| Sub-total                                          | 9,876,439                           | 8.93          | 49,362,195                                                                                                                                   | 8.93          | 49,124,835                                                                                                                                                                                                                                                                                                                                                   | 8.89          |
| Independent placees                                | –                                   | –             | –                                                                                                                                            | –             | 402,936,486                                                                                                                                                                                                                                                                                                                                                  | 72.90         |
| Public Shareholders                                | 100,669,779                         | 91.07         | 503,368,895                                                                                                                                  | 91.07         | 100,669,769                                                                                                                                                                                                                                                                                                                                                  | 18.21         |
| <b>Total</b>                                       | <b>110,546,218</b>                  | <b>100.00</b> | <b>552,731,090</b>                                                                                                                           | <b>100.00</b> | <b>552,731,090</b>                                                                                                                                                                                                                                                                                                                                           | <b>100.00</b> |

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not conducted any equity fund raising activity in the past twelve months before the date of this announcement.

## IMPLICATIONS UNDER THE LISTING RULES

### Capital Reorganisation

The Capital Reorganisation is conditional upon, among other things, the approval by the Shareholders by way of special resolution at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders or their associates would have any interest in the Capital Reorganisation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Capital Reorganisation at the EGM.

## **Rights Issue**

As the Rights Shares are not issued pursuant to the general mandate of the Company, in accordance with Rule 7.19A(1) of the Listing Rules, among other things, the Rights Issue must be made conditional on approval by the Independent Shareholders at the EGM and, pursuant to Rule 7.19A(1) of the Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholder, the Directors (other than the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) relating to the Rights Issue. As such, Asia Health (which holds 9,069,079 Shares and is wholly-owned by Mr. Chu), Mr. Chu (who personally holds 743,020 Shares), Mr. Jin (who personally holds 30,000 Shares) and Mr. Zhao (who personally holds 34,340 Shares) shall abstain from voting in favour of the resolutions to approve the Rights Issue at the EGM.

As the Rights Shares are not issued pursuant to the general mandate of the Company, in accordance with Rule 7.19A(1) of the Listing Rules, among other things, the Rights Issue must be made conditional on approval by the Independent Shareholders at the EGM and, pursuant to Rule 7.19A(1) of the Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholder, the Directors (other than the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) relating to the Rights Issue. As such, Asia Health and Mr. Chu shall abstain from voting in favour of the resolutions to approve the Rights Issue at the EGM.

## **GENERAL**

The EGM will be convened to consider and, if thought fit, among other things, approve the Capital Reorganisation and the Rights Issue (including the grant of the Specific Mandate). The aforementioned resolutions will be voted on by the Shareholders (or the Independent Shareholders in the case of the Rights Issue) by way of poll. A circular containing, among other things, (i) further details of the Capital Reorganisation and the Rights Issue (including the grant of the Specific Mandate); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue; (iii) the letter of advice from the Independent Financial Adviser; (iv) other information as required under the Listing Rules; and (v) the notice of the EGM, is expected to be despatched to the Shareholders on or before 31 July 2026.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, Reorganisation save for Mr. Chu (who has materiel interest in the Rights Issue), no other Director has material interest in the Capital Reorganisation or the Rights Issue (including the grant of the Specific Mandate) and accordingly, no Director is required to abstain from voting on the resolutions passed by the Board to approve the Capital Reorganisation, and save for Mr. Chu, no other Director is required to abstain from voting on the resolutions passed by the Board to approve the Rights Issue.

The Independent Board Committee comprising all independent non-executive Directors has been established to make recommendation to the Independent Shareholders regarding the Rights Issue and the transactions contemplated thereunder, including the Specific Mandate. Altus Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue including the Subscription Price, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. If there is an undersubscription of the Rights Issue as a result of untaken rights not being fully taken up by Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.**

**Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived (where applicable), and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

|                     |                                                                                                                                                        |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Adjusted Share(s)” | the ordinary share(s) of par value of US\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective |
| “AFRC”              | the Accounting and Financial Reporting Council in Hong Kong                                                                                            |
| “Asia Health”       | Asia Health Century International Inc., a company incorporated in the Cayman Islands and wholly-owned by Mr. Chu                                       |

|                             |                                                                                                                                                                                                                                                                                                                                                |
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| “associate(s)”              | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                                         |
| “Board”                     | the board of Directors                                                                                                                                                                                                                                                                                                                         |
| “Business Day”              | any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hour |
| “Capital Reduction”         | the proposed reduction of the issued share capital of the Company whereby the nominal or par value of each issued Existing Share will be reduced from US\$0.10 to US\$0.01 by cancelling the paid-up share capital to the extent of US\$0.09 on each issued Existing Share                                                                     |
| “Capital Reorganisation”    | the Capital Reduction and the Share Subdivision                                                                                                                                                                                                                                                                                                |
| “CCASS”                     | the Central Clearing and Settlement System established and operated by HKSCC                                                                                                                                                                                                                                                                   |
| “Companies Act”             | the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time                                                                                                                                                                                                                                  |
| “Company”                   | Universal Health International Group Holding Limited (大健康國際集團控股有限公司), a company incorporated in the Cayman Islands, the Shares of which are listed and traded on the Main Board of the Stock Exchange                                                                                                                                          |
| “Compensatory Arrangements” | the compensatory arrangements pursuant to Rule 7.21(1)(b) of the Listing Rules as described in the paragraph headed “the Compensatory Arrangements and the Placing Agreement” in this announcement                                                                                                                                             |
| “connected person(s)”       | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                                         |
| “CWUMPO”                    | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)                                                                                                                                                                                                         |
| “Director(s)”               | director(s) of the Company from time to time                                                                                                                                                                                                                                                                                                   |

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| “EGM”                           | the extraordinary general meeting of the Company to be convened for the purpose of, among other things, considering and approving, if thought fit, the Capital Reorganisation and the Rights Issue (including the grant of the Specific Mandate)                                    |
| “Existing Share(s)”             | the ordinary share(s) of a nominal or par value of US\$0.10 each in the share capital of the Company prior to the Capital Reorganisation becoming effective                                                                                                                         |
| “Extreme Conditions”            | extreme conditions in the case where a Super Typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period                                                                 |
| “Group”                         | the Company and its subsidiaries                                                                                                                                                                                                                                                    |
| “HK\$”                          | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                 |
| “HKSCC”                         | Hong Kong Securities Clearing Company Limited                                                                                                                                                                                                                                       |
| “Hong Kong”                     | Hong Kong Special Administrative Region of the People’s Republic of China                                                                                                                                                                                                           |
| “Independent Board Committee”   | an independent board committee which comprises all the independent non-executive Directors, namely Mr. CHENG Sheung Hing, Ms. CHIANG Su Hui Susie and Mr. ZOU Haiyan, to advise the Independent Shareholders as to the fairness and reasonableness of the terms of the Rights Issue |
| “Independent Financial Adviser” | Altus Capital Limited, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue and the transactions contemplated thereunder                                           |
| “Independent Shareholder(s)”    | the Shareholder(s) other than (i) Asia Health, Mr. Chu, Mr. Jin and Mr. Zhao; and (ii) any other Shareholders who are involved in, or interested in, or have a material interest in the Rights Issue and the transactions contemplated thereunder                                   |
| “Independent Third Party(ies)”  | third party(ies) independent of the Company and its connected persons                                                                                                                                                                                                               |
| “Irrevocable Undertakings”      | the irrevocable undertakings given by each of Asia Health and Mr. Chu in favour of the Company                                                                                                                                                                                      |

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| “Last Trading Day”              | 16 July 2026 being the last trading day of the Shares prior to the date of release of this announcement                                                                                                                                                                                                             |
| “Latest Time for Acceptance”    | 4:00 p.m. on 17 September 2026 or such date and/or time as the Company may determine as the latest time for acceptance of, and payment for, the Rights Shares under the Rights Issue                                                                                                                                |
| “Listing Committee”             | the Listing Committee of the Stock Exchange                                                                                                                                                                                                                                                                         |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                                                                 |
| “Mr. Chu”                       | Mr. Chu Chuanfu, the chairman of the Board and an executive Director                                                                                                                                                                                                                                                |
| Mr. Jin                         | Mr. Jin Dongkun (金東昆), an executive Director                                                                                                                                                                                                                                                                        |
| Mr. Zhao                        | Mr. Zhao Zehua (趙澤華), an executive Director                                                                                                                                                                                                                                                                         |
| Net Gain                        | The premium paid by the placees over the Subscription Price for the Placing Shares placed by the Placing Agent                                                                                                                                                                                                      |
| “No Action Shareholder(s)”      | Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) in their assured entitlements                                                                                                                                                                                       |
| “Non-Qualifying Shareholder(s)” | those Overseas Shareholder(s) to whom the Board, after making enquires, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Rights Shares to them |
| “NQS Unsold Rights Shares”      | the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company                                                                                                                                                 |
| “Overseas Letter”               | a letter from the Company to the Non-Qualifying Shareholders, if any, explaining the circumstances in which the Non-Qualifying Shareholders are not permitted to participate in the Rights Issue                                                                                                                    |
| “Overseas Shareholders(s)”      | the Shareholder(s) with registered addresses on the register of members of the Company which are outside Hong Kong on the Record Date                                                                                                                                                                               |

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| “PAL(s)”                    | the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue                                                                                                                                                                                                                                                         |
| “Placing”                   | arrangements to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent on a best effort basis to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are Independent Third Parties during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement |
| “Placing Agent”             | Yuet Sheung International Securities Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities                                                                                                                                                                                     |
| “Placing Agreement”         | the placing agreement dated 17 July 2026 entered into between the Company and the Placing Agent in relation to the placing of the Placing Shares                                                                                                                                                                                                                            |
| “Placing Long Stop Date”    | Tuesday, 29 September 2026 or such later date as the Company and the Placing Agent may agree in writing                                                                                                                                                                                                                                                                     |
| “Placing Period”            | the period commencing from the first Business Day after the date of announcement of the number of the Unsubscribed Rights Shares and NQS Unsold Rights Shares, which is expected to be Tuesday, 22 September 2026 and ending at 4:00 p.m. on Monday, 28 September 2026                                                                                                      |
| “Placing Share(s)”          | the Unsubscribed Rights Share(s) and the NQS Unsold Rights Share(s)                                                                                                                                                                                                                                                                                                         |
| “Prospectus”                | the prospectus to be issued by the Company in relation to the Rights Issue                                                                                                                                                                                                                                                                                                  |
| “Prospectus Documents”      | the Prospectus and the PAL to be used by the Qualifying Shareholders to apply for the Rights Shares                                                                                                                                                                                                                                                                         |
| “Prospectus Posting Date”   | 4 September 2026 or such date as the Company may determine for the despatch of the Prospectus Documents                                                                                                                                                                                                                                                                     |
| “Qualifying Shareholder(s)” | the Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear(s) on the register of members of the Company on the Record Date                                                                                                                                                                                                                      |

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| “Record Date”         | 3 September 2026 or such date as the Company may determine, being the date by reference to which entitlements to the Rights Issue are to be determined                                                                        |
| “Registrar”           | Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong |
| “Rights Issue”        | the proposed issue of four (4) Rights Shares for every one (1) Adjusted Share held by the Qualifying Shareholders on the Record Date at the Subscription Price                                                                |
| “Rights Shares”       | the Adjusted Share(s) proposed to be allotted and issued by the Company pursuant to the Rights Issue                                                                                                                          |
| “SFC”                 | the Securities and Futures Commission of Hong Kong                                                                                                                                                                            |
| “SFO”                 | the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)                                                                                                                                                    |
| “Share(s)”            | the Existing Share(s) and/or the Adjusted Share(s), as the case may be                                                                                                                                                        |
| “Share Option Scheme” | the share option scheme adopted by the Company on 17 November 2013, which has expired on 17 November 2023                                                                                                                     |
| “Share Subdivision”   | the proposed subdivision of each authorised but unissued Existing Share of a nominal or par value of US\$0.10 each into ten (10) Adjusted Shares of a nominal or par value of US\$0.01 each                                   |
| “Shareholder(s)”      | the holder(s) of the Share(s)                                                                                                                                                                                                 |
| “Specific Mandate”    | the specific mandate to be granted to the Directors by the requisite majority of the Independent Shareholders at the EGM for the allotment and issuance of the Rights Shares                                                  |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                       |
| “Subscription Price”  | HK\$0.40 per Rights Share                                                                                                                                                                                                     |
| “Takeovers Code”      | the Hong Kong Code on Takeovers and Mergers issued by the SFC (as may be amended from time to time)                                                                                                                           |

|                              |                                                                                                                                                                                   |
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| “Unsubscribed Rights Shares” | the number of Unsubscribed Rights Share(s) not taken up by the Qualifying Shareholder(s) or renouncee(s) or transferee(s) of nil-paid rights under PAL(s) during the Rights Issue |
| “US\$”                       | United States dollars, the lawful currency of the United States of America                                                                                                        |
| “%”                          | per-cent                                                                                                                                                                          |

By order of the Board  
**Universal Health International Group Holding Limited**  
**Chu Chuanfu**  
*Chairman and Executive Director*

Hong Kong, 17 July 2026

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. Chu Chuanfu, Mr. Jin Dongkun and Mr. Zhao Zehua and three independent non-executive directors, namely Mr. Cheng Sheung Hing, Ms. Chiang Su Hui Susie and Mr. Zou Haiyan.*