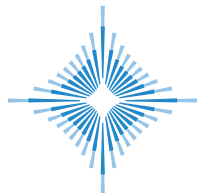


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Starsportned

STAR SPORTS MEDICINE CO., LTD.

北京天星醫療股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code : 01609)

**PROPOSED ADOPTION OF THE 2026 SHARE INCENTIVE SCHEME;
AND
PROPOSED AUTHORIZATION FOR THE BOARD AND PERSON(S)
AUTHORIZED BY THE BOARD TO HANDLE MATTERS IN RELATION TO
THE 2026 SHARE INCENTIVE SCHEME**

INTRODUCTION

On August 3, 2026, the Board has resolved to propose the adoption of the 2026 share incentive scheme (the “**Share Incentive Scheme**”). The Company will convene a shareholders’ meeting to seek Shareholders’ approval for, among other things, the adoption of the Share Incentive Scheme and the authorization for the Board and person(s) authorized by the Board to handle matters in relation to the Share Incentive Scheme. A circular containing, among other things, a notice of the Shareholders’ Meeting and details of the proposed adoption of the Share Incentive Scheme will be published in due course.

The principal terms of the Share Incentive Scheme include, but are not limited to:

PURPOSE

The purposes of the Share Incentive Scheme are: (i) to promote the achievement of long-term sustainable development and performance goals of the Company; (ii) to attract and retain eligible persons who have made significant contributions to the long-term growth and success of the Company, and to recognize and reward eligible persons for their past contributions to the Group; (iii) to closely align the interests of the grantees with those of Shareholders, investors and the Company, thereby enhancing the cohesion of the Company and facilitating the maximization of the value of the Company; and (iv) to improve the Company’s long-term incentive mechanism.

SOURCE OF TARGET SHARES

The source of Target Shares under the Share Incentive Scheme shall be: (1) the H Shares acquired by the Trustee through on-market and/or off-market transactions in the secondary market at the prevailing market price by utilizing the Scheme Funds in accordance with the relevant trust agreements and in accordance with the instructions of the Company and the relevant requirements under the rules of the Share Incentive Scheme; and (2) the new H Shares allotted and issued by the Company (for the avoidance of doubt, including transfer of Treasury Shares (if any)).

ELIGIBLE PERSONS

The eligible persons who are entitled to participate in the Scheme include employee participants and related entity participants (has the meaning ascribed thereto under Chapter 17 of the Listing Rules) (the “**Eligible Persons**”). The Board and person(s) authorized by the Board may select any Eligible Persons who meet the criteria as grantees to participate in the Share Incentive Scheme.

SCHEME LIMIT

In any case, the maximum number of shares which may be issued under the Share Incentive Scheme and other share award and/or option schemes (if any) (the “**Scheme Mandate Limit**”) shall be 10% of the total issued share capital (excluding any Treasury Shares) as at the Adoption Date of the Share Incentive Scheme, being a maximum of 5,483,134 H Shares.

GRANT AND VESTING OF AWARDED SHARES

Subject to the terms and conditions of the Share Incentive Scheme, the Board and person(s) authorized by the Board may, at its/his/her sole discretion and on such terms and conditions as it/he/she may think fit, grant Awarded Shares to any Eligible Person at the Purchase Price. The Board and person(s) authorized by the Board may in its/his/her absolute discretion determine whether to require the grantees to pay any Purchase Price for obtaining the Awards and, if so required, determine the amount of the Purchase Price after taking into account the practices of comparable companies and the effectiveness of the Scheme in attracting talents and motivating the grantees to contribute to the long-term development of the Group. Such Purchase Prices shall be paid by the grantees upon vesting of the relevant Awarded Shares in accordance with the Share Incentive Scheme.

The Company shall, after granting Awarded Shares, issue a Grant Letter to the grantee, which shall specify (or contain): (i) the name of the grantee; (ii) the number of Awarded Shares to be granted; (iii) the vesting criteria and conditions; (iv) the Vesting Date; (v) the Purchase Price; and (vi) such other terms and conditions as the Board and person(s) authorized by the Board shall determine.

The Board and person(s) authorized by the Board are entitled to impose any conditions (including a period of continued service within the Group after the date of grant, the performance appraisal and other performance evaluation) as they deem appropriate in their absolute discretion with respect to the vesting of the Awarded Shares to the grantees from time to time, and shall notify the Trustee and such grantee of the relevant vesting conditions of the Awarded Shares. Notwithstanding any other provisions of the Scheme, the Board and person(s) authorized by the Board shall be at liberty to waive any vesting conditions set out in the Grant Letter and/or as referred to above under and subject to applicable laws and regulations and the Listing Rules (including Rule 17.03(18) of the Listing Rules).

Subject to all applicable laws, rules and regulations, the Board and person(s) authorized by the Board may from time to time determine the criteria, conditions and period for the vesting of Awarded Shares under the Scheme, during the validity term of the Scheme. Save for the circumstances as described in the Scheme, the vesting period in respect of any Awarded Shares shall be no less than twelve (12) months from (and including) the date of grant.

TERM AND TERMINATION OF THE SCHEME

The Scheme will be valid and effective for a period of ten (10) years from the Adoption Date (the “**Scheme Period**”), and no further additional Awarded Shares shall be granted upon the expiry of the Scheme Period. If there are any Awarded Shares that are granted but unvested by the end of the Scheme Period, the Scheme will be extended until such Awarded Shares have vested, and the expiry of the Scheme Period shall not affect any subsisting rights already granted to any grantee thereunder.

PROPOSED AUTHORIZATION FOR THE BOARD AND PERSON(S) AUTHORIZED BY THE BOARD TO HANDLE MATTERS IN RELATION TO THE SHARE INCENTIVE SCHEME

To facilitate the implementation and advancement of the Share Incentive Scheme, and in accordance with the provisions of the Listing Rules and other relevant applicable laws, regulations, normative documents and the Articles of Association, the Board proposes that, subject to approval by the Shareholders at the Shareholders’ Meeting, the Shareholders also authorize the Board and person(s) authorized by the Board to carry out all work and procedures necessary for the implementation of the Share Incentive Scheme, including but not limited to:

- (I) construe the rules of the Scheme and the relevant terms;
- (II) make or modify the arrangements, guidelines, procedures and/or regulations for the management, interpretation, implementation and operation of the Scheme, provided that such arrangements, guidelines, procedures and/or regulations shall not conflict with the rules of the Scheme;
- (III) grant Awards to the Eligible Persons selected by them from time to time;
- (IV) approve the form and content of the Grant Letter;
- (V) determine, review, approve and adjust the date of grant, the list of grantees, the Awarded Shares granted, the Purchase Price and the vesting conditions;
- (VI) establish, evaluate and set the vesting conditions, and review the satisfaction of the vesting conditions and the clawback mechanism;
- (VII) adjust, evaluate and review any change of the vesting conditions, or adjust the Vesting Date of any Awarded Shares in accordance with the terms of the Scheme;
- (VIII) determine, review, approve and adjust the conditions or circumstances for the lapse of the Shares granted, and adjust, evaluate and review the effectiveness of any Shares granted;
- (IX) review and approve the resolution for any special circumstance not specified in the Scheme;
- (X) decide other matters related to the implementation of the Scheme in accordance with the relevant laws and regulations;
- (XI) select and appoint banks, accountants, Trustee(s), lawyers, consultants and other professional institutions (if any) for the purpose of the Scheme;

- (XII) sign, execute, amend and terminate all documents related to the Scheme, conduct all procedures, filings and approvals related to the Scheme, and take other steps or actions to give effect to the terms, intention and implementation of the rules of the Scheme;
- (XIII) determine and approve all matters related to the arrangements of the Trust;
- (XIV) amend the Scheme and other matters as permitted by the provisions of the Listing Rules and other relevant applicable laws, regulations, normative documents and the Articles of Association and within the scope of authorization granted by the Shareholders' Meeting of the Company; and
- (XV) manage and conduct other matters necessary for the implementation of the Scheme, except those matters which are expressly stipulated by the Shareholders' Meeting of the Company to be decided by the Shareholders' Meeting.

The above authorization granted to the Board and person(s) authorized by the Board shall remain in effect for the duration of the Share Incentive Scheme.

IMPLICATIONS UNDER THE LISTING RULES

The Share Incentive Scheme will constitute a share scheme involving issue of new shares by the Company under Chapter 17 of the Listing Rules. The provisions of the Share Incentive Scheme will comply with Chapter 17 of the Listing Rules.

The Share Incentive Scheme is conditional upon and subject to the following: (a) the passing of special resolution(s) by the Shareholders at the Shareholders' Meeting to approve and adopt the Share Incentive Scheme, and to authorize the Board and person(s) authorized by the Board to grant Awarded Shares to the selected participants, and to handle matters in relation to the Share Incentive Scheme; and (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any share on the Stock Exchange which is to be allotted and issued in respect of the Awarded Shares granted under the Share Incentive Scheme.

SHAREHOLDERS' MEETING

The Shareholders' Meeting will be convened to, among other things, consider and, if thought fit, approve (i) the proposed adoption of the Share Incentive Scheme; and (ii) the proposed authorization for the Board and person(s) authorized by the Board to handle matters in relation to the Share Incentive Scheme.

A circular of the Company containing, among other things, (i) further details of the Share Incentive Scheme; (ii) the proposed authorization for the Board and person(s) authorized by the Board to handle matters in relation to the Share Incentive Scheme; and (iii) a notice of convening the Shareholders' Meeting, is expected to be dispatched to Shareholders in due course.

DEFINITIONS

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

“Adoption Date”	being the date on which the Scheme is approved at the Shareholders’ Meeting
“Articles of Association”	the articles of association of the Company
“Award(s)”	award(s) granted by the Board and person(s) authorized by the Board to the grantee(s) under the Scheme, which shall vest in accordance with the terms of the Scheme in the form of Awarded Shares or payment in cash of the actual selling price of the Awarded Shares
“Awarded Share(s)”	the H Share(s) to be received by the grantee(s) upon the vesting of the relevant Awards
“Board”	the board of directors of the Company
“Company”	Star Sports Medicine Co., Ltd. (北京天星醫療股份有限公司), a limited liability company established under the laws of the PRC on July 31, 2017 and converted into a joint stock limited company on March 8, 2023, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1609)
“Shareholders’ Meeting”	the 2026 second extraordinary shareholders’ meeting of the Company to be convened for the purpose of considering and approving, among other things, the proposed adoption of the Share Incentive Scheme
“Grant Letter”	the letter issued by the Company to the grantee(s) which involves the details of the grant
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Share(s)”	the overseas listed shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“Share Incentive Scheme” or “Scheme”	the Company’s 2026 Share Incentive Scheme to be proposed to the Shareholders for approval at the Shareholders’ Meeting (as amended, supplemented or otherwise modified from time to time)

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Purchase Price”	the purchase price of each Target Share in relation to Awarded Shares as determined by the Board (or any committee or person duly authorized by the Board) when granting Awarded Shares
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules. For the purposes of the Scheme, references to the new H Shares include treasury shares listed on the Stock Exchange, and references to the issuance of new H Shares include the transfer of treasury shares listed on the Stock Exchange
“Trust”	the trust constituted under the relevant trust agreement
“Trustee(s)”	one or more trustee(s) appointed by the Company for the purpose of the Trust, which shall be an independent third party. None of the Directors is or will be a trustee of the Scheme or has a direct or indirect interest in the trustee (if any) of the Scheme
“Vesting Date”	the date on which Awarded Shares are vested to the relevant grantees as determined by the Board and person(s) authorized by the Board from time to time in accordance with the 2026 Share Incentive Scheme, as set out in the relevant Grant Letter
“%”	per cent

By order of the Board
Star Sports Medicine Co., Ltd.
Mr. Dong Wenxing
Chairman of the Board and Executive Director

Hong Kong, August 3, 2026

As at the date of this announcement, the Board comprises Mr. Dong Wenxing and Mr. He Lu as executive Directors; Ms. Zhang Di, Mr. Chang Xi, Mr. David Guowei Wang, Ms. Yi Lin and Mr. Zhou Quan as non-executive Directors; and Mr. Lyu Zhenlin, Mr. Deng Yu, Mr. Liu Baojie and Mr. Wang Chunfei as independent non-executive Directors.