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Distinct Healthcare Holdings Limited

卓正医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2677)

CONNECTED TRANSACTION QIANHAI HENGCHANG LEASE AGREEMENT

QIANHAI HENGCHANG LEASE AGREEMENT

The Board is pleased to announce that on August 13, 2026, Distinct Ruixiang (a wholly-owned subsidiary of the Company, as tenant) and Qianhai Hengchang (as landlord) entered into the Qianhai Hengchang Lease Agreement, pursuant to which Qianhai Hengchang agreed to lease the Qianhai Hengchang Premise to Distinct Ruixiang for use as office space for a term of five years commencing on September 1, 2026 and ending on August 31, 2031 (both days inclusive).

LISTING RULES IMPLICATIONS

As at the date of this announcement, Qianhai Hengchang is an indirect subsidiary of Fund Resources Investment Holding Group Company Limited. Fund Resources Investment Holding Group Company Limited in turn indirectly owns Waterwood DHC Project Ltd, a substantial Shareholder of the Company. Therefore, Qianhai Hengchang is a connected person of the Company under Rule 14A.13(1) of the Listing Rules.

Under IFRS 16, the Qianhai Hengchang Premise will be recognized by the Company as right-of-use assets, and the transaction contemplated under the Qianhai Hengchang Lease Agreement will be classified as an acquisition of right-of-use assets by the Company pursuant to the Listing Rules. Accordingly, the entering into of the Qianhai Hengchang Lease Agreement and the transactions contemplated thereunder will be regarded as a one-off connected transaction of the Company under Chapter 14A of the Listing Rules.

As the respective highest applicable percentage ratio of the transaction under the Qianhai Hengchang Lease Agreement, calculated based on the value of the right-of-use asset of the Qianhai Hengchang Premise under the Qianhai Hengchang Lease Agreement to be recognised by the Company according to IFRS 16, is higher than 0.1% and lower than 5%, the transaction contemplated under the Qianhai Hengchang Lease Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but exempt from the circular, independent financial advice and independent shareholders' approval requirements under Rule 14A.76(2) of the Listing Rules.

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The principal terms of the Qianhai Hengchang Lease Agreement are set out below:

Date	August 13, 2026
Parties	(1) Distinct Ruixiang (as the tenant); (2) Qianhai Hengchang (as the landlord).
Leased Property	An office space of approximately 2,496.14 square meter on the 4 th Floor of Qianhai Hengchang Technology Building, Qianhai, Shenzhen, PRC (“ Qianhai Hengchang Premise ”)
Term	A fixed term of 5 years, commencing on September 1, 2026 and ending on August 31, 2031 (both days inclusive).
Rent and Payment Terms	RMB174,729.80 per month from September 1, 2026 to August 31, 2029 (both days inclusive), with a rent-free period of 8 months, and RMB183,466.29 per month from September 1, 2029 to August 31, 2031 (both days inclusive), with a rent-free period of 4 months. A refundable deposit equivalent to 2 months’ rent is payable.
Value of the Right-of-use Asset	The unaudited value of the right-of-use asset recognised by the Company under the Qianhai Hengchang Lease Agreement amounts to approximately RMB7.18 million, being the present value of the total basic rental payable during the lease term in accordance with IFRS 16.

Basis of determination of rent

The terms of the rentals payable under the Qianhai Hengchang Lease Agreement were determined after arm's-length negotiations between the parties and are no less favourable than the terms and conditions offered by Independent Third Parties.

The rentals were determined with reference to: (i) prevailing market rentals for similar properties situated on comparable lots of the property leased under the Qianhai Hengchang Lease Agreement; (ii) an increase of approximately 5% in the unit rental for each of the leasing periods throughout the term of the Qianhai Hengchang Lease Agreement with reference to, among others, a combination of the expected annual inflation rate over the lease term and the projected annual growth rate in market rentals of comparable properties in comparable locations; and (iii) the longer lease term under the Qianhai Hengchang Lease Agreement.

Taking into account the rental level, the location of the property and the facilities of the Qianhai Hengchang Premise, the Company considers that the terms of the Qianhai Hengchang Lease Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS FOR AND BENEFITS OF ENTERING INTO THE QIANHAI HENGCHANG LEASE AGREEMENT

The Group intends to relocate its headquarters in the PRC to accommodate its business development and staff expansion. The Qianhai Hengchang Premise provides suitable office space with appropriate floor area, layout and supporting facilities to meet the Group's operational requirements, and are conveniently located for the Group's staff and visitors. Prior to entering into the Qianhai Hengchang Lease Agreement, the Group conducted market research and compared the rental levels and commercial terms of comparable office premises in the surrounding area. The Group considers that the rent, lease term, rent-free period, rental escalation mechanism and other principal terms under the Qianhai Hengchang Lease Agreement are fair and reasonable, are comparable to prevailing market terms for similar properties in nearby locations, and are on terms no less favourable to the Group than those available from Independent Third Parties.

The Directors (including the independent non-executive Directors) consider that the terms of the Qianhai Hengchang Lease Agreement are fair and reasonable, entered into on normal commercial terms in the ordinary and usual course of business of the Company, and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS (QIANHAI HENGCHANG LEASE)

As at the date of this announcement, Qianhai Hengchang is an indirect subsidiary of Fund Resources Investment Holding Group Company Limited. Fund Resources Investment Holding Group Company Limited in turn indirectly owns Waterwood DHC Project Ltd, a substantial Shareholder of the Company. Therefore, Qianhai Hengchang, as the holding Company of Waterwood DHC Project Ltd, is a connected person of the Company under Rule 14A.13(1) of the Listing Rules.

Under IFRS 16, the Qianhai Hengchang Premise will be recognized by the Company as right-of-use assets, and the transaction contemplated under the Qianhai Hengchang Lease Agreement will be classified as an acquisition of right-of-use assets by the Company pursuant to the Listing Rules. Accordingly, the entering into of the Qianhai Hengchang Lease Agreement and the transactions contemplated thereunder will be regarded as a one-off connected transaction of the Company under Chapter 14A of the Listing Rules.

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To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Director has a material interest in the Qianhai Hengchang Lease Agreement and was required to abstain from voting on the relevant Board resolutions approving the Qianhai Hengchang Lease in accordance with the articles of association of the Company.

INFORMATION OF RELEVANT PARTIES

The Group and Distinct Ruixiang

The Group is principally engaged in the provision of healthcare services and currently operates 22 healthcare service institutions in Mainland China and overseas.

Distinct Ruixiang is a wholly-owned subsidiary of the Company and is principally engaged in investment services.

Qianhai Hengchang

Qianhai Hengchang is a company principally engaged in the provision of property leasing and car park operation services. The ultimate beneficial owner of Qianhai Hengchang is Fund Resources Investment Holding Group Company Limited.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	The board of directors of the Company
“Company”	Distinct Healthcare Holdings Limited, a company incorporated in the Cayman Islands
“Director(s)”	A Director (including independent non-executive Director) of the Company
“Distinct Ruixiang”	Shenzhen Zhuozheng Ruixiang Management Consulting Co., Ltd. (深圳卓正瑞祥管理諮詢有限公司), a limited liability company established in the PRC on April 22, 2014 and a wholly-owned subsidiary of the Company
“Group”	The Company and its Subsidiaries from time to time
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or supplemented from time to time
“Qianhai Hengchang”	Shenzhen Qianhai Hengchang Technology Development Co., Ltd (深圳前海恒昌科技開發有限公司), a limited liability company established in the PRC and a connected person of the Company
“Qianhai Hengchang Lease Agreement”	the lease agreement entered into between Distinct Ruixiang and Qianhai Hengchang in relation to the lease of the Qianhai Hengchang Premise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	Has the meaning given to it by the Listing Rules
“%”	Per cent

By order of the Board
Distinct Healthcare Holdings Limited
卓正医疗控股有限公司
WANG Zhiyuan
Chairman and Executive Director

Hong Kong, August 13, 2026

As at the date of this announcement, the Board comprises Mr. WANG Zhiyuan and Mr. SHI Yi as executive Directors; Mr. CAO Shaoshan, Mr. ZHANG Xiangdong, Mr. WEI Guoxing, Ms. CHEN Xiaohong and Mr. HAO Rui as non-executive Directors; and Ms. CHEN Rui, Mr. WANG Yonggang, Mr. WANG Gaofei and Dr. GAO Pingyang as independent non-executive Directors.