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方舟健客

Fangzhou Inc.

方舟云康控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 6086)

ADOPTION OF SHARE INCENTIVE SCHEME

ADOPTION OF THE SCHEME

The Board is pleased to announce that on September 27, 2026, the Company adopted the Scheme, which is a scheme funded solely by the existing Shares and will not involve the issue of any new Shares and shall be valid and effective for a term of 10 years from the Adoption Date. The purposes and objectives of the Scheme are to: (i) recognize and reward the contributions of Eligible Participants; (ii) incentivize and retain key personnel for the ongoing operation and growth of the Group; and (iii) attract suitable talent to drive the Group's future development.

LISTING RULES IMPLICATION

The Scheme was contemplated and adopted to be funded solely by existing Shares. The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules. Therefore, no Shareholders' approval is required to adopt the Scheme.

ADOPTION OF THE SHARE INCENTIVE SCHEME

The Board is pleased to announce that, on September 27, 2026, the Company adopted the Scheme. A summary of the principal terms of the Scheme is set out below.

Purposes

The purposes and objectives of the Scheme are (i) to recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

Duration of the Scheme

Subject to any early termination as may be determined by the Board pursuant to the termination clauses in the Scheme Rules, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date, after which no further Awards will be granted (the “**Scheme Period**”). Upon termination of the Scheme, all the Awarded Shares of the Selected Participants granted under the Scheme shall continue to be held by the Trustee and become vested in the Selected Participants according to the conditions of the Award(s), subject to the receipt by the Trustee of the required documents prescribed by the Trustee.

Eligible Participants

Pursuant to the Scheme, any Employee Participants, Related Entity Participants or Service Providers are eligible to participate in and be granted Awards under the Scheme.

Administration

The Scheme shall be subject to the administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deeds. Any decision of the Board made in accordance with the Scheme Rules shall be final and binding. Without prejudice to the foregoing and to the extent permissible under the Listing Rules and other applicable laws and regulations, the Board may resolve to delegate to another committee of the Board or to one or more executive Directors any or all of the authority and responsibility of the Board under the Scheme Rules and the Trust Deeds (the “**Scheme Administrator**”).

Subject to the Scheme Rules and any applicable laws, rules and regulations, the Scheme Administrator shall have the power to, among others, (i) construe and interpret the Scheme Rules and the terms of the Awards granted from time to time; (ii) grant Awards to those Eligible Participants whom they shall select from time to time; (iii) determine the terms and conditions of Awards granted under the Scheme; and (iv) take such other steps or actions as they deem necessary or prudent to give effect to the terms and intent of the Scheme Rules and/or Awards.

Scheme Limit

The Board or the Scheme Administrator shall not make any further grant which will result in the aggregate number of the Awarded Shares under the Scheme to exceed 5% of the issued share capital of the Company as at the Adoption Date (i.e. 69,272,422 Shares) (the “**Scheme Limit**”). For the purpose of calculating the Scheme Limit, cancelled Awards will be regarded as utilised, while lapsed Awards will be regarded as unutilised.

The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Awarded Interests to connected persons of the Company. Where any grant of Awarded Interests to a Director forms part of the remuneration of the relevant Director under his/her service contract, such grant will be exempted from all the reporting, announcement and independent Shareholders’ approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules.

Grant of Award

Subject to the provisions of the Scheme Rules, the Board or the Scheme Administrator may, from time to time, at its sole and absolute discretion select any Eligible Participant (other than any Excluded Participant) for participation in the Scheme as a Selected Participant, and grant an Award to any Selected Participant at such consideration (if any) subject to such terms and conditions as the Board or the Scheme Administrator may in its sole and absolute discretion determine.

The Board or the Scheme Administrator shall procure the Company to issue to each Selected Participant a grant instrument (the “**Grant Instrument**”) specifying the date of grant (the “**Grant Date**”), the Awarded Interests, Purchase Price (if any), the vesting schedule and any other details, terms and conditions that they consider necessary.

Any Award granted to any connected person(s) of the Company must comply with the Listing Rules and any applicable laws and regulations.

Dealing in Shares by the Trustee

For the purpose of granting Awarded Interests, the Board or the Scheme Administrator may from time to time cause to be paid a Contributed Amount to the relevant Trust. On each occasion when the Board or the Scheme Administrator instructs the Trustee to purchase Shares on the Stock Exchange, it shall specify the maximum amount of funds to be used and the range of prices at which such Shares are to be purchased. The Trustee may not incur more than the maximum amount of funds or purchase any Shares at a price falling outside the range of prices so specified unless with the prior written consent of the Board or the Scheme Administrator.

Vesting of Awarded Interests

In respect of Share Awards: Subject to the satisfaction of the relevant vesting conditions and the completion of the prescribed vesting documentation (or electronic confirmation), the relevant Awarded Shares will vest in the Selected Participant and be transferred to the Selected Participant (or a vehicle controlled by them) as soon as practicable following the relevant Vesting Date.

In respect of Options: Options shall vest in accordance with their terms. Once vested, a Selected Participant may exercise the Options during the exercise period by delivering an exercise notice and paying the applicable exercise price (or, where permitted, via a cashless exercise mechanism), following which the Trustee shall transfer the underlying Awarded Shares to the Selected Participant (or a vehicle controlled by them).

Restrictions

No Award shall be made by the Board or the Scheme Administrator pursuant to the Scheme Rules and no instructions to acquire any Shares shall be given to the Trustee under the Scheme where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

Voting Rights and Entitlements

The Trustee shall abstain from exercising the voting rights in respect of any Shares held directly or indirectly by it under the Trust. A Selected Participant shall not give any instructions (including, without limitation, voting rights) to the Trustee in respect of the Awarded Shares that have not been vested, and such other properties of the Trust Fund managed by the Trustee. A Selected Participant shall not have any interest or rights (including the right to receive dividends) in the Awarded Shares by virtue of the grant of an Award pursuant to the Scheme, unless and until the Awarded Shares are actually transferred to the Selected Participant and/or a vehicle controlled by him/her after vesting of the Awards.

Termination

The Scheme shall terminate on the earlier of:

- (i) the tenth anniversary date of the Adoption Date; and
- (ii) such date of early termination as determined by the Board by a resolution of the Board,

provided that such termination shall not affect any subsisting rights of any Selected Participant under the Scheme Rules.

LISTING RULES IMPLICATION

The Scheme was contemplated and adopted to be funded solely by existing Shares. The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules. Therefore, no Shareholders' approval is required to adopt the Scheme.

The Scheme does not involve the issue of new Shares. Pursuant to the Scheme, Eligible Participants may include the Directors. Proposed grant of Awards by the Company to the Directors will constitute connected transactions of the Company under Chapter 14A of the Listing Rules and shall, among other things, be subject to approval by independent Shareholders at a general meeting, except as exempted under Rules 14A.73(6) and 14A.95 of the Listing Rules.

DEFINITION

In this announcement, unless the context otherwise requires, words importing the singular include the plural and vice versa, and the following expressions have the following meanings:

“Adoption Date”	September 27, 2026, being the date on which the Scheme was adopted by the Company
“Award(s)”	award(s) of the Awarded Interests (which may be comprised of Shares or Options) by the Board or the Scheme Administrator to a Selected Participant in accordance with the Scheme Rules
“Awarded Shares”	such Shares granted to a Selected Participant when granting an Award to him/her (including Shares underlying an Option)
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Fangzhou Inc. (方舟云康控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on September 26, 2019, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6086)
“Contributed Amount”	cash paid or made available to the Trust(s) by way of settlement or otherwise contributed by the Company, any subsidiary of the Company, any significant Shareholder, and/or any party designated by the Company as permitted under the Scheme as determined by the Board or the Scheme Administrator from time to time
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any individual being an Employee Participant, Related Entity Participant or Service Provider at any time during the Trust Period

“Employee Participant(s)”	director(s) or employee(s) of the Company or any of its subsidiaries (including a person who is granted Awards under the Scheme as an inducement to enter into employment contracts with these companies)
“Excluded Participant”	any Eligible Participant who is resident in a place where the grant of an Award and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Scheme Administrator or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option”	a right granted under the Scheme to a Selected Participant to purchase a specified number of Shares held by the Trust at the Purchase Price
“Purchase Price”	the consideration, if any, as determined at the sole and absolute discretion of the Board, payable by a Selected Participant to the Company for acceptance of an Award or, in the case of an Option, for the purchase of the underlying Shares upon exercise
“Related Entity Participant(s)”	director(s) or employee(s) of the holding companies, fellow subsidiaries or associated companies of the Company

“Residual Cash”	(a) any Contributed Amount, if received by the Trust for the purchase of Shares, which is unutilised and, if applicable, un-refunded to the Company or such other person who contributed the Contributed Amount; (b) any Contributed Amount received by the Trust for any purpose other than the purchase of Shares; and (c) other cash in the Trust Fund (including without limitation (i) any cash income or dividends derived from or in respect of Shares held under the relevant Trust; (ii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the Shares held under the relevant Trust; and (iii) all interest or income derived from deposits maintained with licensed or regulated banks in Hong Kong or elsewhere)
“Scheme”	the share incentive scheme approved and adopted by the Board on the Adoption Date, as amended from time to time
“Scheme Rules”	the rules governing the Scheme, as restated, supplemented or amended from time to time
“Selected Participant(s)”	Eligible Participant(s) selected by the Board or the Scheme Administrator pursuant to the Scheme Rules for participation in the Scheme (or his/her legal personal representative or lawful successor as the case may be)
“Service Provider(s)”	persons who provide services to the Company and/or its subsidiaries on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Company and/or its associated companies. For the avoidance of doubt, Service Provider may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity

“Share(s)”	the ordinary share(s) of US\$0.00002 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	Trust A and/or Trust B (as the context may require), being the two separate trusts constituted by the Trust Deeds to operate the Scheme
“Trust Deed(s)”	the Employee Trust Deed and/or the Connected Person Trust Deed (as the context may require) entered into between the Company as settlor and the Trustee as trustee (as restated, supplemented and amended from time to time)
“Trust Fund(s)”	the funds and properties held directly or indirectly under the relevant Trust (Trust A or Trust B, as the context may require) and managed by the Trustee for the benefit of the Selected Participants (other than the Excluded Participants), including without limitation: (a) HK\$100 as initial sum; (b) all Shares acquired by the Trustee for the purpose of the Trust (including but not limited to any Awarded Shares whether or not vested in a Selected Participant) and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust; (c) any cash (including Residual Cash); (d) any other property hereafter paid, transferred, or delivered to or otherwise placed under the control of and (in any such case) accepted by the Trustee as additions to the Trust Fund; and

- (e) all other properties from time to time representing (a) to (d) above

“Trust Period” shall have the meaning as set out in the Trust Deeds

“Trustee” the trustee as appointed under the Trust Deeds to act as trustee of the Trust, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deeds; as at the Adoption Date, Futu Trustee Limited is appointed as the initial Trustee. To the best knowledge, information and belief of the Board after making reasonable enquiries, the initial Trustee and its ultimate beneficial owner(s) are independent third parties

“Vesting Date” in respect of a Selected Participant, the date on which his/her entitlement to the relevant Award is vested in such Selected Participant in accordance with the Scheme Rules and other terms of the Scheme

“%” per cent

By order of the Board

Fangzhou Inc.

Mr. WANG Haijiao

Executive Director and Chief Executive Officer

September 27, 2026

As of the date of this announcement, the Board comprises Mr. WANG Haijiao, Mr. ZHOU Feng and Mr. ZOU Yuming as executive Directors, Mr. David McKee HAND as non-executive Director, and Ms. KANG Wei, Dr. WANG Haizhong and Mr. ZHU Xiaolu as independent non-executive Directors.