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BFB HEALTH LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 205)

DISCLOSEABLE TRANSACTION DISPOSAL OF A SUBSIDIARY

On 28 September 2026, the Company and the Purchaser entered into the Share Transfer Agreement, pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase the Sale Share, representing 100% of the issued share capital of the Disposal Company for a consideration of HK\$10,000.

Upon Completion, the Disposal Company will no longer be a subsidiary of the Company, and the Company will cease to hold any of the issued share capital of the Disposal Company. Accordingly, the financial results of the Disposal Company will no longer be consolidated into the consolidated financial statements of the Group.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios under Chapter 14 of the Listing Rules in respect of the Disposal exceeds 5% but are below 25%, the Disposal constitutes a disclosable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 28 September 2026, the Company and the Purchaser entered into the Share Transfer Agreement, pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase the Sale Share for a consideration of HK\$10,000. Details of the Share Transfer Agreement are set out in this announcement below.

SHARE TRANSFER AGREEMENT

The principal terms of the Share Transfer Agreement are set out as follows:

Date: 28 September 2026

Parties: (1) the Company, as the Vendor;

And

(2) the Purchaser

The Purchaser is an individual, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is Independent Third Parties as at the date of this announcement.

Subject matter: The Company conditionally agreed to sell and the Purchaser conditionally agreed to acquire the Sale Share, representing 100% of the issued share capital of the Disposal Company.

Consideration: HK\$10,000

Payment terms: The sum of HK\$10,000 shall be paid by the Purchaser to the Company on 28 September 2026.

The Consideration was determined after arm's length negotiations between the parties with reference to the unaudited management account of the Disposal Group for the six months ended 30 June 2026 and the financial performance of the Disposal Group.

Completion of the Disposal took place immediately after signing of the Share Transfer Agreement.

INFORMATION OF THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands and continued in Bermuda with limited liability. The Group is principally engaged in the provision of advertising agency services, e-commerce business and money lending business and in the PRC and in Hong Kong.

INFORMATION ON THE DISPOSAL GROUP

The Disposal Company is a limited liability company incorporated in the British Virgin Islands which is beneficially owned as to 100% by the Company as at the date of the Share Transfer Agreement.

The Disposal Company is an investment company. The Disposal Group is mainly engaged in the advertising and e-commerce business in the PRC.

The audited consolidated financial results of the Disposal Group for the two years ended 31 December 2025 and 2024 which are prepared in accordance with the accounting principles generally accepted in Hong Kong and its contribution to the Group are as follows:

	For the year ended 31 December	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	3,162	11,546
Loss from operations	2,280	6,858

The Disposal Group recorded unaudited net liabilities (excluding intercompany loans) of approximately HK\$33.3 million as at 30 June 2026.

FINANCIAL EFFECT OF THE DISPOSAL

Upon Completion, the Group will no longer have any interest in the Disposal Company and the Disposal Company will cease to be accounted as a subsidiary of the Group. Accordingly, the financial results of the Disposal Group will no longer be consolidated into the consolidated financial statement of the Group.

The estimated gain on the Disposal attributable to the owner of the Company based on the unaudited net liabilities of the Disposal Group (excluding intercompany loans) less the Consideration as at 30 June 2026 is approximately HK\$33.3 million.

The actual amount of gain or loss as a result of the Disposal to be recorded by the Company will be subject to the review and final audit by the auditors of the Company. The proceeds from the Disposal are currently intended to be used by the Group as general working capital.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Considering the financial performance and after reviewing the business and operation status of the Disposal Group, the Board considers that it is appropriate for the Group to proceed with the Disposal. The Disposal will strengthen the cash flow of the Group allowing the Group to improve its liquidity and allow the Group to reallocate its resources to other existing opportunities.

The net proceeds from the Disposal will be used as the Group's general working capital.

Based on the above, the Directors are of the view that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios under Chapter 14 of the Listing Rules in respect of the Disposal exceeds 5% but are below 25%, the Disposal constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (not being a Saturday, Sunday or public holiday) on which banks generally are open for business in Hong Kong
“Company” or “Vendor”	BFB Health Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on Main Board of the Stock Exchange (stock code: 205)

“Completion”	completion of the Disposal
“Completion Date”	upon signing the Share Transfer Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	HK\$10,000 to be paid by the Purchaser to the Company in cash
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of the Sale Shares by the Company to the Purchaser
“Disposal Company”	Golden Gate China Limited, a company incorporated in the British Virgin Islands with limited liability on 08 June 2006, and a direct wholly-owned subsidiary of the Company before Completion
“Disposal Group”	the Disposal Company and its subsidiaries
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected persons of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	The People’s Republic of China
“Purchaser”	an individual who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is an Independent Third Party
“Sale Share”	100% of the issued share capital of the Disposal Company
“Shareholders”	shareholder(s) of the Company

“Share Transfer Agreement”	the share transfer agreement dated 28 September 2026 entered into between the Company and the Purchaser in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board
BFB Health Limited
Li Leong
Executive Director

Hong Kong, 28 September 2026

As at the date of this announcement, the executive Directors of the Company are Mr. Li Leong, Mr. Wu Mansheng, Mr. Li Zhen and Mr. Zhou Hongtao; and the independent non-executive Directors are Mr. Law Chi Hung, Mr. Guo Hui and Ms. Fang Ying.