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SoftMedx Healthcare Limited
京玖醫療健康有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 648)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent
Advent Securities (Hong Kong) Limited

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 2 November 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company has conditionally agreed to place through the Placing Agent, on best effort basis, up to 21,423,386 Placing Shares to not less than six (6) Placees at the Placing Price of HK$0.280 per Placing Share who and whose ultimate beneficial owners shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM. The allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

The Placing Shares represent (i) approximately 20.00% of the existing total number of issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares in full, assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date.

Assuming that all the Placing Shares are successfully placed by the Placing Agent, the maximum gross proceeds from the Placing are estimated to be approximately HK$5,999,000, and the maximum net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, from the Placing are estimated to be approximately HK$5,669,000, representing a net placing price of approximately HK$0.265 per Placing Share.

The Company intends to apply the entire net proceeds from the Placing for its business operation and general working capital of the Group.

Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the fulfillment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

The Board is pleased to announce that on 2 November 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent. The principal terms of the Placing Agreement are summarised below:

Date: 2 November 2026 (after trading hours)

Parties: Issuer: The Company

Placing Agent: Advent Securities (Hong Kong) Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

Pursuant to the terms of the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 21,423,386 Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties.

Placing Commission

The Placing Agent will charge the Company a placing commission of 5% of the gross proceeds from the Placing. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions, and the Directors are of the view that the placing commission is fair and reasonable.

Placees

The Placing Agent will, on best effort basis, place the Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties.

The Placing Agent will use its best endeavours and make all reasonable enquiries to ensure that (i) the Placees and their respective ultimate beneficial owner(s) (if applicable) will be third parties independent of, and not connected with or acting in concert with, the Company, its connected persons and their respective associates; and (ii) none of the Placees will, immediately upon the completion of the Placing, become a substantial shareholder of the Company.

Number of Placing Shares

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 20.00% of the existing total number of issued Shares as at the date of this announcement; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.280 per Placing Share represents:

(i) a discount of approximately 13.85% to the closing price of HK$0.325 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 19.54% to the average of the closing prices per Share of approximately HK$0.348 as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing Agreement are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

Ranking of Placing Shares

The Placing Shares under the Placing, when issued and fully paid, shall rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

General Mandate

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 21,423,386 Shares (adjusted after taking into account of the effect of the Share Consolidation). As at the date of this announcement, no new Shares have been allotted and issued under the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of all the Placing Shares and the issue of the Placing Shares is not subject to Shareholders' approval. The General Mandate will be fully utilised upon the allotment and issue of all the Placing Shares.

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions precedents of the Placing

Completion of the Placing is conditional upon fulfillment of the following conditions:

(i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Placing Shares; and

(ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

In the event that any of the above conditions is not fulfilled on or before 20 November 2026 (or such later date as may be agreed between the parties to the Placing Agreement in writing), all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing will take place within four (4) Business Days after the fulfillment of the above conditions precedent or such later date to be agreed between the Company and the Placing Agent in writing.

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the Placing Completion Date upon the occurrence of the following events:

(i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would adversely affect the success of the Placing; or

(ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would adversely affect the success of the Placing; or

(iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing; or

(iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's reasonable opinion would adversely affect the success of the Placing; or

(v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or

(vi) any breach of any of the representations and warranties of the Company to the Placing Agent under the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Placing Completion Date which if had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the Placing Agreement; or

(vii) any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

If notice is given pursuant to this section, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach under the Placing Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the medical and well-being business for distribution of medical and healthcare equipment and products.

In view of the persistent challenges faced by the Company in its distribution of medical and healthcare equipment and products business, the Directors consider that it is a good opportunity for the Company to strengthen its financial position and to raise additional funds for the Group's general working capital needs. The Directors consider that the Placing represents a necessary capital raising exercise to replenish immediate liquidity, strengthen the financial position of the Group, and ensure uninterrupted operations of its business.

Subject to completion of the Placing and assuming all the Placing Shares are successfully placed by the Placing Agent, the maximum gross proceeds from the Placing are estimated to be approximately HK$5,999,000. The maximum net proceeds from the Placing, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, are estimated to be approximately HK$5,669,000, representing a net placing price of approximately HK$0.265 per Placing Share.

The Company intends to apply the entire net proceeds for its business operation and general working capital of the Group.

The Board considers that the Placing represents an appropriate means of raising additional equity capital for the Group. The Placing will enable the Group to obtain additional funding without creating additional interest-bearing debt and repayment obligations, thereby providing the Group with greater financial flexibility. The additional equity funding is also expected to strengthen the Group's liquidity position and support its general working capital requirements and ongoing business operations.

In view of the above, the Board considers that the Placing is beneficial to the Group as it will strengthen the Group's financial resources, enhance its liquidity and provide additional flexibility to support its ongoing operations and business development.

FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST TWELVE MONTHS

Save for the issue of 1,800,000,000 new shares and issue of 16,301,841 new shares under specific mandate as detailed in its announcements dated 11 November 2025 and 10 March 2026 respectively, the Company did not conduct or complete any other equity fund raising activities in the past twelve-month period immediately prior to the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there being no other changes in the share capital of the Company from the date of this announcement and up to completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing.

	As at the date of this announcement		**Immediately after completion of the Placing (assuming all the Placing Shares are fully placed)**	
	Number of Shares	*Approximate %*[1]	*Number of Shares*	*Approximate %*[1]
Public Shareholders				
Placees	–	–	21,423,386	16.67
Other public Shareholders	107,116,933	100.00	107,116,933	83.33
Total	**107,116,933**	**100.00**	**128,540,319**	**100.00**

Note:

1. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the fulfillment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

"acting in concert"	has the same meaning ascribed to it under the Takeovers Code
"AGM"	the annual general meeting of the Company held on 27 May 2026
"Board"	the board of Directors
"Business Day(s)"	a day/days (excluding Saturday, Sunday, public holiday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"Company"	SoftMedx Healthcare Limited (Stock Code: 648), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by the Shareholders at the AGM, pursuant to which the Directors are authorised to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the AGM, i.e. 21,423,386 new Shares (adjusted after taking into account of the effect of the Share Consolidation)
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	independent third party(ies), to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, who is/are independent of and not connected with the Company and its connected persons (as defined under the Listing Rules)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Placee(s)"	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Share
"Placing"	the placing of the Placing Shares on and subject to the terms and conditions set out in the Placing Agreement
"Placing Agent"	Advent Securities (Hong Kong) Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the agreement entered into between the Company and the Placing Agent dated 2 November 2026 in respect of the Placing
"Placing Completion Date"	a date falling within four (4) Business Days after the day on which the conditions set out in the section headed "Conditions precedents of the Placing" of this announcement have been fulfilled (or such later date as may be agreed between the Company and the Placing Agent in writing)
"Placing Price"	HK$0.280 per Placing Share
"Placing Share(s)"	up to 21,423,386 new Shares to be placed pursuant to the Placing Agreement
"Share Consolidation"	the share consolidation on the basis of every twenty (20) then existing shares to one (1) consolidated share which was approved by the then shareholders of the Company in the special general meeting of the Company on 15 May 2026 and subsequently became effective on 19 May 2026

"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended and supplemented from time to time)
"%"	per cent

By Order of the Board
SoftMedx Healthcare Limited
Leung Ka Ho
Company Secretary

Hong Kong, 2 November 2026

As at the date of this announcement, the board of directors comprises Mr. Lin Pinzhuo as executive Director; and Mr. Ngok Ho Wai, Ms. Tang Cuihuen and Mr. Yiu Chun Wing as independent non-executive directors.