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Top Eminent Healthcare Group Limited
（卓著健康集團有限公司）*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6877)

VOLUNTARY ANNOUNCEMENT
CHANGE IN IMMEDIATE CONTROLLING SHAREHOLDER
AND
GRANT OF WAIVER UNDER RULE 26.1 OF THE TAKEOVERS CODE

THE SHARE TRANSFER

This announcement is made by the board of directors (the "**Board**") of Top Eminent Healthcare Group Limited (the "**Company**") on a voluntary basis.

The Company has been informed by Mr. Ji Guangfei ("**Mr. Ji**"), who is the Company's ultimate controlling shareholder, the chairman of the Board, chief executive officer and an executive director of the Company that, on 23 November 2026, Beijing Tong Ren Tang (Cayman) Limited, the Company's immediate controlling shareholder prior to the Transfer (as defined below) (the "**Seller**") and Top Eminent IV Limited (the "**Purchaser**") entered into a sale and purchase agreement for the transfer of 1,121,561,000 shares in the Company (the "**Relevant Shares**"), representing approximately 55.16% of its issued share capital, from the Seller to the Purchaser (the "**Transfer**"). The Transfer was completed on the same day. Neither the Company nor any of its subsidiaries is a party to the agreement.

The Transfer formed part of an internal reorganisation of the holding structure of the controlling interest in the Company. The Seller and the Purchaser are fellow subsidiaries of Top Eminent Invest Co., Ltd and are both ultimately controlled by Mr. Ji. On completion of the Transfer (the "**Completion**"), the Seller has ceased to be, and the Purchaser has become, the Company's immediate controlling shareholder. Mr. Ji remains the ultimate controlling shareholder and continues to control the voting rights attaching to the Relevant Shares.

The Board believe that the Transfer will not have any adverse impact on the Company's business operations or financial position as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the direct shareholding structure of the Company immediately before and immediately after the Completion:

Direct shareholder	Before Completion Number of Shares	%	After Completion Number of Shares	%
Seller	1,121,561,000	55.16	–	–
Purchaser	–	–	1,121,561,000	55.16
CITIC Securities International Company Limited	386,994,001	19.03	386,994,001	19.03
Public shareholders	524,734,999	25.81	524,734,999	25.81
Total	**2,033,290,000**	**100.00**	**2,033,290,000**	**100.00**

IMPLICATIONS UNDER THE TAKEOVERS CODE

In the absence of a waiver, the Transfer would have given rise to an obligation on the part of the Purchaser and persons acting in concert with it under Rule 26.1 of the Code on Takeovers and Mergers (the "**Takeovers Code**") to make a mandatory general offer for all the issued shares of the Company other than those already owned or agreed to be acquired by them.

The Company has been informed by the Purchaser that the Executive Director of the Corporate Finance Division of the Securities and Futures Commission granted a waiver on 29 October 2026 pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code. Accordingly, the Purchaser and persons acting in concert with it are not required to make a mandatory general offer as a result of the Transfer.

By order of the Board
Top Eminent Healthcare Group Limited
Ji Guangfei
Chairman

Hong Kong, 23 November 2026

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Ji Guangfei (Chairman and Chief Executive Officer), Ms. Li Jiang (Deputy Chairman), Mr. Zhang Huanping and Ms. Wang Yinqing; two non-executive directors, namely Mr. Yuan Feng and Mr. Chung Cheuk Fan Marco; and three independent non-executive directors, namely Mr. Zhou Jiannan (Lead INED), Ms. Hu Zhaoxia and Mr. Lyu Aiping.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*