
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Good Fellow Healthcare Holdings Limited (the “Company”), you should at once hand the Prospectus Documents to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of the Prospectus Documents, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Registrar of Companies in Hong Kong nor The Stock Exchange of Hong Kong Limited nor the Securities and Futures Commission of Hong Kong takes any responsibility for the contents of any of the Prospectus Documents.

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong and the distribution of this Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Prospectus (including, without limitation, agents, custodians, nominees and trustees) should acquaint themselves with and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept any liability. In particular, subject to certain exceptions as determined by the Company, the Prospectus Documents should not be distributed, forwarded to or transmitted in, into or from any jurisdiction where such release or distribution might be unlawful.



金威医疗集团有限公司

Good Fellow Healthcare Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE

Financial Adviser to the Company



金利豐財務顧問
KINGSTON CORPORATE FINANCE

Placing Agent to the Rights Issue



金利豐證券
KINGSTON SECURITIES

Capitalised terms used in this cover page shall have the same meanings as defined in this Prospectus.

The Rights Issue will proceed on a non-underwritten basis. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. The Rights Issue is subject to fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 23 June 2025). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

If the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders or holders of nil-paid Rights Shares together with the ES Unsold Rights Shares will be placed to independent places under the Compensatory Arrangements. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Dealings in the Rights Shares in the nil-paid form will take place from Monday, 26 May 2025 to Monday, 2 June 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Monday, 26 May 2025 to Monday, 2 June 2025 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

The latest time for acceptance of and payment for the Rights Shares and for application is 4:00 p.m. on Thursday, 5 June 2025. The procedure for acceptance and payment or transfer is set out on pages 16 to 17 of this Prospectus.

22 May 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 14 March 2025 in relation to, among other things, the Rights Issue and the Placing and the respective transactions contemplated thereunder
“associate(s)”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and public holiday) on which licensed banks in Hong Kong are open for general business
“close associate(s)”	has the meaning as defined in the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular of the Company dated 17 April 2025 in relation to, among other things, the Rights Issue and the Placing
“Company”	Good Fellow Healthcare Holdings Limited (金威醫療集團有限公司), a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Stock Exchange (stock code: 8143)
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as described in the section headed “Procedures in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus
“Convertible Preference Share(s)”	non-voting convertible preference share(s) of HK\$0.05 each in the share capital of the Company
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“connected person(s)”	has the meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company held on Tuesday, 6 May 2025 at which the Rights Issue and the transactions contemplated thereunder were approved by the Independent Shareholders
“ES Unsold Rights Shares”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholders (if any) in nil-paid form that has/have not been sold by the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Existing Share(s)/Share(s)”	ordinary share(s) of par value of HK\$0.05 each in the share capital of the Company
“GEM Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries, and “members of the Group” shall mean the Company and/or any of its subsidiary(ies)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	any Shareholder(s) who are not required to abstain from voting at the EGM under the GEM Listing Rules
“Irrevocable Undertakings”	collectively, the Solar Undertaking and Mr. Ng’s Undertaking
“Last Trading Day”	Friday, 14 March 2025, being the last trading day of the Shares on the Stock Exchange immediately prior to the release of the Announcement

DEFINITIONS

“Latest Practicable Date”	Friday, 16 May 2025, being the latest practicable date for ascertaining certain information contained in this Prospectus
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 5 June 2025, or such later time or date as may be determined by the Company, being the latest time for acceptance of and payment for the Rights Shares as described in the Prospectus Documents
“Latest Time for Termination”	4:00 p.m. on Monday, 23 June 2025, being the latest time to terminate the Placing Agreement
“Mr. Ng”	Mr. Ng Chi Lung, the chairman of the Board and an executive Director
“Mr. Ng’s Undertaking”	the irrevocable undertaking given by Mr. Ng in favour of the Company, details of which is set out in the paragraph headed “Letter from the Board – Rights Issue –The Irrevocable Undertakings” in this Prospectus
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and ES Unsold Rights Shares placed by the Placing Agent and/or its sub-placing agent(s) under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholder”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounces, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, and/or the Excluded Shareholders (if any)
“Overseas Shareholders”	Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue

DEFINITIONS

“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agent(s) to independent placee(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be Independent Third Party(ies), during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a corporation licensed to engage in Type 1 (dealing in securities) regulated activity under the SFO
“Placing Agreement”	the placing agreement dated 14 March 2025 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	the period commencing from Friday, 13 June 2025 and ending at 4:00 p.m. on Friday, 20 June 2025
“PRC”	the People’s Republic of China, and for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus Documents”	the Prospectus and PAL
“Prospectus Posting Date”	Thursday, 22 May 2025 or such other date as may be determined by the Company, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Excluded Shareholder(s)
“Record Date”	Friday, 16 May 2025 or such other date as may be determined by the Company, being the date for determining entitlements of the Shareholders to participate in the Rights Issue

DEFINITIONS

“Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the rights issue on the basis of one (1) Rights Share for every one (1) Existing Share held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	up to 563,649,988 Shares to be allotted and issued pursuant to the Rights Issue
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Shareholder’s Loans”	the loan facilities of up to HK\$22 million bearing the interest rate of 6% per annum granted by Mr. Ng in favour of the Company
“Solar Star”	Solar Star Global Limited, a controlling shareholder of the Company and a company incorporated in the British Virgin Islands with limited liability, which is owned as to 50% by Mr. Ng, 25% by Ms. Ng Si Wing, who is a sister of Mr. Ng, and 25% by Ms. Ng Yin, who is also a sister of Mr. Ng, as at the Latest Practicable Date
“Solar Undertaking”	the irrevocable undertaking given by Solar Star in favour of the Company, details of which is set out in the paragraph headed “Letter from the Board – Rights Issue – The Irrevocable Undertakings” in this Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.05 per Rights Share
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders or holders of nil-paid rights
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

Events	Time and date
First day of dealings in nil-paid Rights Shares	Monday, 26 May 2025
Latest time for splitting the PALs	4:30 p.m. on Wednesday, 28 May 2025
Last day of dealings in nil-paid Rights Shares	Monday, 2 June 2025
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Thursday, 5 June 2025
Announcement of the number of the Unsubscribed Rights Shares and ES Unsold Shares subject to the Placing	Thursday, 12 June 2025
Commencement of the Placing Period (if there are any Unsubscribed Rights Shares and ES Unsold Rights Shares available)	Friday, 13 June 2025
Latest time for placing of Unsubscribed Shares and ES Unsold Rights Shares (if any)	4:00 p.m. on Friday, 20 June 2025
Latest time for the Rights Issue and the Placing to become unconditional	4:00 p.m. on Monday, 23 June 2025
Announcement of the results of the Rights Issue (including the results of the Placing and the Net Gain)	Thursday, 26 June 2025
Despatch of share certificates of fully-paid Rights Shares and/or refund cheques, if any, in respect of wholly or partially unsuccessful applications	Monday, 30 June 2025
First day of dealings in fully-paid Rights Shares commence	Wednesday, 2 July 2025
Payment of Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any)	Wednesday, 9 July 2025

Note: All times and dates in this timetable refer to Hong Kong local times and dates. In the event that any special circumstances arise, such dates and deadlines may be adjusted by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate.

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place if a tropical cyclone warning signal no. 8 or above, or “extreme conditions” or a “black” rainstorm warning is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 5 June 2025. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 5 June 2025. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Thursday, 5 June 2025, the dates mentioned in the expected timetable may be affected. The Company will notify Shareholders by way of announcement on any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD



金威医疗集团有限公司

Good Fellow Healthcare Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

Executive Directors:

Mr. Ng Chi Lung (*Chairman*)

Mr. Wu Qiyu

Independent non-executive Directors:

Ms. Wong Ka Wai, Jeanne

Mr. Lau Tak Kei Arthur

Mr. Lin Yaomin

Registered office:

P.O. Box 31119

Grand Pavilion Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Room 2101, 21/F

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

22 May 2025

*To the Qualifying Shareholders and
for information only, the Excluded Shareholders*

Dear Sir or Madam,

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR
EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE**

INTRODUCTION

References are made to the Announcement and the Circular in relation to, among other things, the Rights Issue and the Placing Agreement and the respective transactions contemplated thereunder.

LETTER FROM THE BOARD

At the EGM, the resolution approving the Rights Issue and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll. Solar Star and Mr. Ng had abstained from voting in favour of the proposed resolution approving the Rights Issue and the transaction contemplated thereunder at the EGM.

The purpose of this Prospectus is to provide you with, among other things, (i) further details of the Rights Issue; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other general information of the Group.

RIGHTS ISSUE

Rights Issue statistics

Basis of the Rights Issue	:	one (1) Rights Share for every one (1) Existing Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.05 per Rights Share
Number of Existing Shares in issue as at the Latest Practicable Date	:	563,649,988 Shares
Number of Rights Shares	:	up to 563,649,988 Rights Shares
Aggregated nominal value of the Rights Shares	:	up to HK\$28,182,499.4
Number of Shares in issue as enlarged by the allotment and issue of the Rights Shares	:	up to 1,127,299,976 Shares (assuming that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue	:	up to approximately HK\$28.2 million before expenses (assuming full subscription under the Rights Issue)
Net proceeds from the Rights Issue	:	up to approximately HK\$26.7 million after expenses (assuming full subscription under the Rights Issue)
Net price (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	approximately HK\$0.047 per Rights Share (assuming full subscription under the Rights Issue)

LETTER FROM THE BOARD

Rights of excess : There will be no excess application arrangements in application and underwriter relation to the Rights Issue and the Rights Issue is not underwritten.

Compensatory : Any Unsubscribed Rights Shares and ES Unsold Rights Arrangements Shares will be placed to independent placees on a best effort basis under the Compensatory Arrangements.

Any of the Rights Shares which remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As at the Latest Practicable Date, there are 19,700,000 outstanding Convertible Preference Shares issued by the Company. Save for the aforesaid, as at the Latest Practicable Date, the Group has no other outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible into or giving rights to subscribe for, convert or exchange into any Existing Shares.

Assuming that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 563,649,988 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represents (i) 100% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) 50% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent placees on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code and/or may result in the non-compliance by the Company of the public float requirement under Rule 11.23(7) of the GEM Listing Rules. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken-up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules; and/or (ii) does not result in the non-compliance of the public float requirement under Rule 11.23(7) of the GEM Listing Rules on the part of the Company.

LETTER FROM THE BOARD

Prior to proceeding with the Rights Issue on a non-underwritten basis, the Company had explored the viability of an underwritten rights issue. The Company had approached the controlling and substantial Shareholders on their interests to act as underwriter(s) in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares not taken up by independent placee(s) under the Compensatory Arrangements. Unfortunately, the Company had received negative feedback due to the prevailing market conditions.

Further, the Company has also approached several securities firms to arrange underwriting services in respect of the Rights Issue, but only one of which was willing to underwrite the Rights Issue on a best effort basis with a minimum underwriting fee irrespective of the number of shares underwritten by it. Taking into account that (i) the potential underwriter would only agree to proceed on a best effort basis where it has no obligation to and may not subscribe for or procure the subscription of the Unsubscribed Rights Shares and/or ES Unsold Rights Shares; and (ii) a minimum underwriting fee will nonetheless be incurred even if no shares are underwritten by the proposed underwriter; and (iii) the underwriting fees and commission to be incurred in underwriting arrangement will be considered additional costs and expenses borne by the Company which will reduce the net proceeds of the Rights Issue, the Board is of the view that it is not in the best interest for the Company to proceed on an underwritten basis.

Subscription Price

The Subscription Price is HK\$0.05 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 34.21% to the closing price of HK\$0.076 per Existing Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 12.28% to the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 19.35% to the average of the closing prices of approximately HK\$0.062 per Existing Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 19.35% to the average of the closing prices of approximately HK\$0.062 per Existing Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- (v) a discount of approximately 7.41% to the theoretical ex-rights price of approximately HK\$0.054 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a discount of approximately 12.28% to the theoretical ex-rights price of approximately HK\$0.057 per Share as adjusted for the effect of the Rights Issue, based on the benchmarked price of HK\$0.064 per Existing Share (as defined under Rule 10.44A of the GEM Listing Rules);
- (vii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 10.94% to the existing Shareholders if they elect not to participate in the Rights Issue, which is calculated based on the theoretical ex-rights price of approximately HK\$0.057 per Existing Share and the benchmarked price of approximately HK\$0.064 per Existing Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.057 per Existing Share and the average of the closing prices of the Existing Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day of approximately HK\$0.064 per Existing Share);
- (viii) a premium of approximately 2,400% over the consolidated net asset value per Existing Share of approximately HK\$0.002 (based on the latest published consolidated net asset value of the Company of HK\$1,407,000 and 563,649,988 Shares in issue as at 31 March 2024); and
- (ix) a premium of approximately 233.33% over the consolidated net asset value per Existing Share of approximately HK\$0.015 (based on the latest published consolidated net asset value of the Company of HK\$8,672,000 and 563,649,988 Shares in issue as at 30 September 2024).

Determination of the Subscription Price

The Subscription Price was determined by the Company with reference to, among others, (i) the recent closing prices of the Shares; (ii) prevailing market conditions and financial position of the Group; (iii) the amount of funds the Company intends to raise under the Rights Issue; and (iv) the reasons as discussed in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS” below.

LETTER FROM THE BOARD

Qualifying Shareholders

The Company will make available the Prospectus Documents to the Qualifying Shareholders only. For the avoidance of doubt, unless Qualifying Shareholders submit their requests in writing to the Company for printed copies of the Prospectus, the Company will send the Prospectus to Qualifying Shareholders in electronic form, while the PAL, as actionable corporate communication, will be sent in printed copies.

For the Excluded Shareholders, the Company will send copies of the Prospectus (in electronic form or printed copies) to them for their information only, but no PAL will be sent to the Excluded Shareholders.

To qualify for the Rights Issue, a Shareholder must at the close of business on the Record Date: (i) be registered on the register of members of the Company; and (ii) not be an Excluded Shareholder.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Excluded Shareholders should note that their shareholdings in the Company will be diluted.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholder(s) may not be eligible to take part in the Rights Issue. The Company will send this Prospectus (without the PAL) to the Excluded Shareholders for their information only.

As at the Latest Practicable Date, there was one Overseas Shareholder with registered address situated in the PRC who was interested in 80,000 Shares, representing approximately 0.014% of the total issued share capital of the Company.

In compliance with Rule 17.41(1) of the GEM Listing Rules, the Company has made enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder. Based on the results of such enquiries obtained from the PRC legal advisers engaged by the Company as at the Latest Practicable Date, the Directors consider that, subject to certain limited exceptions, it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholder in the PRC, due to the additional steps the Company and/or Shareholders need to take to comply with the local legal requirements and/or other requirements to be satisfied in order to comply with relevant local legal or regulatory requirements. Accordingly, the Overseas Shareholder whose registered address on the Record Date was in the PRC will be treated as an Excluded Shareholder and therefore will not be entitled to participate in the Rights Issue.

LETTER FROM THE BOARD

As the register of members of the Company has already been closed as at the Latest Practicable Date and would remain closed up to the Record Date, there would be no additional Overseas Shareholder and save for one Overseas Shareholder with registered address in the PRC, there were no other Excluded Shareholders on the Record Date.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid to the Excluded Shareholder. The Company will retain individual amounts of HK\$100 or less for the benefit of the Company.

It is the responsibility of any person (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to take up the Rights Shares to satisfy themselves as to the full compliance with the laws of the relevant jurisdictions including the obtaining of any governmental or other consents and observing other formalities which may be required in such jurisdictions, and to pay any taxes, duties and other amounts required to be paid in such jurisdictions in connection therewith. Any acceptance of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that such local laws, regulations and requirements of the relevant territory or jurisdiction have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above representation and warranty. If you are in any doubt as to your position, you should consult a professional adviser.

Notwithstanding any other provision in this Prospectus or the PAL, the Company reserves the right to permit any Shareholder to take up his/her/its rights if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions as to the offer and issue of the Rights Shares. If the Company is so satisfied, the Company will, if requested, arrange for the relevant Shareholder to be sent a PAL.

Receipt of any of the Prospectus Documents or the crediting of nil-paid rights to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, the relevant Prospectus Document(s) must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of any of the Prospectus Documents or whose stock account in CCASS is credited with nil-paid rights should not, in connection with the Rights Issue, distribute or send the same to, or transfer nil-paid rights to any Excluded Shareholder. If a PAL is received by, or any nil-paid rights are credited to any stock account in CCASS of, any person in any such territory (or his/her/its agent or nominee), he/she/it should not take up such nil-paid rights, transfer the PAL, or transfer the nil-paid rights credited to any stock account in CCASS unless the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who forwards this Prospectus or a PAL to any Excluded Shareholder (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

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Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every one (1) Existing Share in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. There will be no excess application arrangements in relation to the Rights Issue.

No fractional entitlements to the Rights Shares

On the basis of provisional allotment of one (1) Rights Share for every one (1) Existing Share held on the Record Date, no fractional entitlements to the Rights Shares shall arise under the Rights Issue. No odd lot matching services in relation to the Rights Issue will be provided.

Procedures for acceptance and payment or transfer

A PAL will be sent to the Qualifying Shareholder(s) in printed form which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Thursday, 5 June 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the section headed **"EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES"** in the section headed **"Expected Timetable"** in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to **"GOOD FELLOW HEALTHCARE HOLDINGS LIMITED – RIGHT ISSUE ACCOUNT"** and crossed **"ACCOUNT PAYEE ONLY"**. It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Thursday, 5 June 2025, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

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If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Wednesday, 28 May 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" below are not fulfilled by the Latest Time for Termination, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Monday, 30 June 2025.

No receipt will be issued in respect of any application monies received.

Beneficial owners' instructions to their Intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the section headed "Expected

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Timetable” in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or “splitting” in these cases shall be in accordance with the General Rules of HKSCC, HKSCC Operational Procedures and any other applicable requirements of CCASS.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Monday, 30 June 2025. If the Rights Issue does not become unconditional, refund cheques (without interest) are expected to be posted on or before Monday, 30 June 2025 by ordinary post, at the respective Shareholders’ own risk, to their registered addresses.

Procedures in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares and the Compensatory Arrangements

According to Rule 10.31(1)(b) of the GEM Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. Accordingly, on 14 March 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares to the independent placees on a best effort basis.

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders on a pro rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Friday, 20 June 2025, subscribers for all (or as many as possible) of those Unsubscribed Rights Shares and ES Unsold Rights Shares. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on pro rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Excluded Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefits.

Placing Agreement for the Unsubscribed Rights Shares and ES Unsold Rights Shares

Principal terms of the Placing Agreement are summarised as follows:

- Date : 14 March 2025 (after trading hours of the Stock Exchange)
- Issuer : The Company
- Placing Agent : Kingston Securities Limited, a corporation licensed to engage in Type 1 (dealing in securities) regulated activity under the SFO, was appointed as the Placing Agent to procure, on a best effort basis, placees to subscribe for the Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

- Placing Period : The period commencing from Friday, 13 June 2025 and ending at 4:00 p.m. on Friday, 20 June 2025.

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- Commission and expenses : Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission in Hong Kong Dollars, of 1.0% of the amount which is equal to the placing price multiplied by the number of Unsubscribed Rights Shares and ES Unsold Rights Shares that have been successfully placed by the Placing Agent and/or its sub-placing agent(s) pursuant to the terms of the Placing Agreement. Assuming none of the Qualifying Shareholders has taken up their entitled Rights Shares (except for Solar Star and Mr. Ng pursuant to the Irrevocable Undertakings) and all Unsubscribed Rights Shares and the ES Unsold Rights Shares have been placed by the Placed Agent, the total placing commission will in any event not be greater than approximately HK\$128,000.
- Placing price of the Unsubscribed Rights Shares and ES Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and ES Unsold Rights Shares shall be not less than the Subscription Price. The final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares and ES Unsold Rights Shares during the process of placement.
- Placees : The Unsubscribed Rights Shares and ES Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies) and none of the placees shall be a party acting in concert (as defined in the Takeovers Code) with any of them or other placees.

For the avoidance of doubt, no placee shall become a substantial shareholder of the Company.

The Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing. The Company will continue to comply with the public float requirement under the GEM Listing Rules upon completion of the Placing and the Rights Issue.

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- Ranking of the placed
Unsubscribed Rights
Shares and ES Unsold
Rights Shares : The placed Unsubscribed Rights Shares and ES
Unsold Rights Shares (when allotted, issued and fully
paid, if any) shall rank *pari passu* in all respects
among themselves and with the Shares in issue as at
the date of completion of the Rights Issue.
- Conditions of the Placing
Agreement : The obligations of the Placing Agent under the
Placing Agreement are conditional upon, among
others, the following conditions being fulfilled:
- (i) the GEM Listing Committee of the Stock
Exchange having granted the listing of, and
permission to deal in, the Rights Shares in their
nil-paid and fully paid forms (subject to
customary conditions) and such approval not
having been withdrawn or revoked;
 - (ii) the passing of all necessary resolutions to be
proposed at the EGM to be convened to
consider and, approve, among others, the Rights
Issue and the transactions contemplated
thereunder;
 - (iii) all necessary consents and approvals to be
obtained on the part of the Placing Agent and
the Company in respect of the Placing
Agreement and the transactions contemplated
thereunder having been obtained;
 - (iv) none of the representations, warranties or
undertakings contained in the Placing
Agreement being or having become untrue,
inaccurate or misleading in any material respect
at any time before the completion, and no fact
or circumstance having arisen and nothing
having been done or omitted to be done which
would render any of such undertakings,
representations or warranties untrue or
inaccurate in any material respect as if it were
repeated as at the time of the completion; and

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- (v) the Placing Agreement not having been terminated accordance with the provisions thereof.

None of the above conditions is capable of being waived.

In the event that the above conditions precedent have not been fulfilled on or before the Latest Time for Termination, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination.

As at the Latest Practicable Date, save for conditions (i) and (v), all of the above conditions have been fulfilled or waived (as the case may be).

Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or would materially prejudice the success of the Placing or full placement of all of the Unsubscribed Rights Shares and the ES Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

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- (a) 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 hereof) 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 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 affect the success of the Placing; or
- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would affect the success of the Placing; or
- (c) 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 affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or

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- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the completion which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

Under the Compensatory Arrangements, the Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed by the Placing Agent and/or its sub-placing agent(s) to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Unsubscribed Rights Shares and ES Unsold Rights Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders.

Basis for determining the placing commission

The placing commission was determined after arm's length negotiations between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions.

To assess the fairness and reasonableness of the placing commission, the Board searched for rights issue transactions announced by the companies listed on the Stock Exchange (except for those terminated or lapsed) from 1 December 2024 to the Last Trading Day. The review period of approximately 3.5 months prior to and including the Last Trading Day was determined to illustrate recent practices in right issue transactions conducted by Hong Kong listed companies during a period close to and including the Last Trading Day. Based on the search on the Stock Exchange's website, the Board identified 20 rights issue transactions (the "**Comparables**") which met the aforesaid criteria, and they are exhaustive. There were 5 Comparables that involved excess applications for the rights issue, for which the Company provides compensatory arrangements. Details of the remaining 15 Comparables involving compensatory arrangements are set out below:

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	Company	Stock Code	Date of initial announcement	Rights issue basis	Expected maximum gross proceeds <i>HK\$' million</i>	Placing commission %
1	Volcano Spring International Holdings Limited	1715	7/3/2025	3 for 1	88.4	1.0
2	Yues International Holdings Group Limited	1529	14/2/2025	4 for 1	69.4	HK\$100,000 or 1.0%
3	China Saftower International Holding Group Limited	8623	14/2/2025	1 for 2	6.1	1.0
4	Stream Ideas Group Limited	8401	7/2/2025	2 for 1	40.8	3.0
5	Wan Kei Group Holdings Limited	1718	17/1/2025	1 for 1	23.0	3.0
6	China Demeter Financial Investments Limited	8120	31/12/2024	1 for 2	15.6	2.5
7	China Kingstone Mining Holdings Limited	1380	27/12/2024	2 for 5	21.2	HK\$300,000 or 2.25%
8	Mansion International Holdings Limited	8456	20/12/2024	4 for 1	30.7	1.5
9	HSC Resources Group Limited	1850	19/12/2024	4 for 1	73.3	1.5
10	China Energy Storage Technology Development Limited	1143	13/12/2024	2 for 1	94.2	1.5
11	China New Holdings Limited (formerly known as Royal Century Resources Holdings Limited)	8125	13/12/2024	3 for 1	39.2	2.0
12	KNT Holdings Limited	1025	10/12/2024	3 for 1	44.0	3.0
13	Xinming China Holdings Limited	2699	6/12/2024	4 for 1	93.8	3.0
14	Graphex Group Limited	6128	3/12/2024	3 for 1	119.7	1.5
15	Luxxu Group Limited	1327	2/12/2024	1 for 1	16.2	HK\$100,000 or 1.5%
				Max.	119.7	3.0
				Min.	6.1	1.0
				Mean	40.8	1.8
				Average	51.7	2.0
	Company	8143		1 for 1	29.2	1.0

The expected maximum gross proceeds from the remaining Comparables involving compensatory arrangements ranged from approximately HK\$6.1 million to HK\$119.7 million, with an average of approximately HK\$51.7 million, where the size of the fundraising of the Company is within the range of the Comparables. Among these Comparables, the placing agent of the subject companies for the relevant rights issue charged a commission ranging from 1.0% to 3.0%, or with a minimum charge ranging from HK\$100,000 to HK\$300,000. The commission of 1.0% (i.e., the total placing commission will in any event not be greater than approximately HK\$128,000) charged by the Placing Agent to the Company is within the range of the Comparables. The Board considers that the placing commission payable by the Company is (i) fair and reasonable; (ii) on normal commercial terms or better; and (iii) in the interests of the Company and its Shareholders as a whole.

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The Board is of the view that the Compensatory Arrangements are fair and reasonable and are in the best interests of the Shareholders as a whole as:

- (i) the arrangements are in compliance with the requirements under Rule 10.31(1)(b) of the GEM Listing Rules under which the No Action Shareholders may be compensated even if they do nothing (i.e. neither subscribe for Rights Shares nor sell their nil-paid rights) because under the arrangements, the Unsubscribed Rights Shares and ES Unsold Rights Shares will be first offered to Independent Third Parties and any premium over the Subscription Price will be paid to the No Action Shareholders. The commission payable to the Placing Agent and the related fees and expenses in relation to such placing will be borne by the Company;
- (ii) the Compensatory Arrangements (including the determination of the placing price) will be managed by the licensed placing agent which is subject to the stringent code of conduct over, among others, pricing and allocation of the placing Shares. The terms and the conditions of the Placing Agreement (including the placing commission) are normal commercial terms or better, are in the best interest of the Company and the Shareholders as a whole; and
- (iii) the Compensatory Arrangements will not only provide an additional channel of participation in the Rights Issue for the Qualifying Shareholders and the Excluded Shareholders, it also provides a distribution channel of the Unsubscribed Rights Shares and ES Unsold Rights Shares to the Company.

The Irrevocable Undertakings

Solar Undertaking

As at the Latest Practicable Date, Solar Star is legally and beneficially interested in 316,391,892 Shares, representing approximately 56.13% of the total issued share capital of the Company. Pursuant to the Solar Undertaking, Solar Star has given an irrevocable undertaking in favour of the Company, that:

- (i) it will subscribe for 316,391,892 Rights Shares which comprise the full acceptance of its provisional entitlement in respect of the 316,391,892 Shares wholly and beneficially held by it;
- (ii) it will not dispose of any of the 316,391,892 Shares comprising the current shareholding in the Company owned by Solar Star, and such Shares will remain wholly and beneficially owned by it up to and including the Record Date;

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- (iii) it will lodge or procure its acceptance of the 316,391,892 Rights Shares, which will be the number of Rights Shares provisionally allotted to it nil-paid under the Rights Issue, with the Registrar, with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents; and
- (iv) it consents that the Company has power and authority to apply adjustments to such number of fully-paid Rights Shares to be allotted and issued to itself, such that the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules, i.e. at least 25% of the total number of issued Shares (excluding Treasury Shares) being held by the public at all times, is satisfied immediately after completion of the Rights Issue.

Mr. Ng's Undertaking

As at the Latest Practicable Date, Mr. Ng is legally and beneficially interested in 11,800,000 Shares, representing approximately 2.09% of the total issued share capital of the Company. Pursuant to Mr. Ng's Undertaking, Mr. Ng has given an irrevocable undertaking in favour of the Company, that:

- (i) he will subscribe for 11,800,000 Rights Shares which comprise the full acceptance of his provisional entitlement in respect of the 11,800,000 Shares wholly and beneficially held by him;
- (ii) he will not dispose of any of the 11,800,000 Shares comprising the current shareholding in the Company owned by him, and such Shares will remain wholly and beneficially owned by him up to and including the Record Date;
- (iii) he will lodge the acceptance of the 11,800,000 Rights Shares, which will be the number of Rights Shares provisionally allotted to him nil-paid under the Rights Issue, with the Registrar, with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents; and
- (iv) he consents that the Company has power and authority to apply adjustments to such number of fully-paid Rights Shares to be allotted and issued to himself, such that the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules, i.e. at least 25% of the total number of issued Shares (excluding Treasury Shares) being held by the public at all times, is satisfied immediately after completion of the Rights Issue.

Save for the Irrevocable Undertakings, as at the Latest Practicable Date, the Board has not received any information or irrevocable undertaking from any other Shareholders of their intention to take up the Rights Shares to be provisionally allotted to them.

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Application for listing of the Rights Shares

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. The nil-paid Rights Shares are expected to be traded in same board lot size as the fully-paid Rights Shares, i.e., 10,000 Shares in one board lot. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

Stamp duty and other applicable fees

Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf. It is emphasised that none of the Company, its Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of any person resulting from the purchase, holding or disposal of, or dealing in, the Rights Shares in both their nil-paid and fully-paid forms.

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Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (a) the passing of all the necessary resolution(s) at the EGM to be convened to consider and, approve, among others, the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by the Independent Shareholders;
- (b) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of the Prospectus Documents each duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolutions of the Directors (and all other documents required to be attached hereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) not later than the Prospectus Posting Date;
- (c) the Prospectus Documents are made available to the Qualifying Shareholders and the posting of the Prospectus and a letter in the agreed form to the Excluded Shareholders, if any, for information purpose explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (d) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares in their nil-paid and fully-paid forms;
- (e) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events; and
- (f) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

None of the above conditions can be waived. If any of the conditions referred to above is not fulfilled by the Latest Time for Termination, the Rights Issue will not proceed. As at the Latest Practicable Date, save for the above condition (a), the above conditions have not been fulfilled.

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The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of the conditions of the Rights Issue set forth above. In the event that the Rights Issue is not fully subscribed and provided the Placing Agreement has not been terminated in accordance with the provisions thereof, any Rights Shares not taken up by the Qualifying Shareholders or holders of nil-paid Rights Shares together with the ES Unsold Rights Shares will be placed to independent placees on a best effort basis under the Compensatory Arrangements. In the event of any Unsubscribed Rights Shares or ES Unsold Rights Shares which are not placed under the Compensatory Arrangements, the Rights Issue will continue to proceed but such Unsubscribed Rights Shares or ES Unsold Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Meanwhile, in the event that the Rights Issue is not fully subscribed and the Placing Agreement is terminated for whatever reasons, the Rights Issue will not proceed.

For the avoidance of doubt, given the Placing will be proceeded on a best effort basis, there is no guarantee that all the Unsubscribed Rights Shares or ES Unsold Rights Shares could eventually be successfully placed by the Placing Agent.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in the provision of general hospital services in the PRC.

Funding needs of the Group

In order to maintain sufficient cash level for the operational needs of the Group, on 18 September 2023 and 16 January 2024, Mr. Ng, as lender, and the Company, as borrower, entered into loan agreements pursuant to which Mr. Ng granted two loan facilities of up to HK\$22 million at the interest rate of 6% per annum in favour of the Company.

As at the Latest Practicable Date, the total outstanding principal amount of the Shareholder's Loans together with the interest accrued amounted to approximately HK\$10.6 million, which will become due in July 2025.

According to the interim report of the Company for the six months ended 30 September 2024, the Group recorded total current assets of approximately HK\$6.56 million and total current liabilities of approximately HK\$14.66 million as at 30 September 2024, which included the Shareholder's Loans. However, the total cash and cash equivalents were only approximately HK\$1.63 million as at 30 September 2024.

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Further, as disclosed in the announcement of the Company dated 10 February 2025, the operation of 北京惠城醫院有限公司 (for translation purpose, Beijing Huicheng Hospital Company Limited) (“**Beijing Huicheng**”), an indirect non-wholly owned subsidiary of the Company, had been temporarily suspended in or around November 2024, and the Group proposed to relocate Beijing Huicheng and upgrade it to a Grade II general hospital (the “**Proposed Upgrade and Relocation**”) with a view to improve the Group’s financial performance and enhance return to the Shareholders. The Group expects to (i) identify suitable sites for resumption of operation of Beijing Huicheng on or before 31 May 2025; (ii) enter into the formal lease agreement with the relevant lessor regarding the new site on or before 31 July 2025; (iii) complete the renovation of the new hospital on or before 15 October 2025; and (iv) obtain the Medical Institution Practising Certificate and resume the operations of Beijing Huicheng on or before 1 December 2025. As at the Latest Practicable Date, the Board has identified 2 sites for the Proposed Upgrade and Relocation but the shortlisted sites identified so far were not the most ideal sites in the opinion of the Board. The management of Beijing Huicheng will continue to exercise their best endeavours to identify a suitable site on or before 31 May 2025 to adhere to the expected timetable. For further details in relation to the temporary suspension of Beijing Huicheng and the expected timetable for the resumption of operation of the Group’s general hospital business, please refer to the announcements of the Company dated 13 December 2024 and 10 February 2025.

As at the Latest Practicable Date, the total capital commitments in respect of the Proposed Upgrade and Relocation and the resumption of operation of the Group’s general hospital business are estimated to be no less than approximately HK\$23.0 million, mainly comprising the renovation of the new hospital, the procurement of medical equipment, design fees and other operational expenses, which is expected to be satisfied by, among others, shareholder’s loan, internal resources of the Group and/or part of the net proceeds from the Rights Issue.

By reasons of the above, the Company intends to raise sufficient funds to settle the overdue Shareholder’s Loans in full, and to satisfy its capital needs in connection with the development of and investment in the general hospital business of the Group, including the Proposed Upgrade and Relocation, which consists of, among others, the rental payment for new hospital site, the renovation of the new hospital and procurement of medical equipment.

The net proceeds of the Rights Issue, assuming full subscription, will be up to approximately HK\$26.7 million. The Company intends to use the net proceeds from the Rights Issue for the following purposes:

- (i) approximately 39.7% (or approximately HK\$10.6 million) for the repayment of Shareholder’s Loans, which is expected to be fully utilised before August 2025;
- (ii) approximately 31.1% (or approximately HK\$8.3 million) for the development of the general hospital business of the Group, which is expected to be fully utilised before November 2025; and

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- (iii) approximately 29.2% (or approximately HK\$7.8 million) for general working capital of the Group (including but not limited to the payment of salaries, rental expenses, professional fees and/or other corporate expenses, which is expected to be fully utilised before July 2026).

In the event that there is an undersubscription of the Rights Issue, the use of proceeds raised from the Rights Issue will be allocated on a pro-rata basis for the purposes disclosed above, i.e. (i) approximately 39.7% of the net proceeds from the Rights Issue will be used for the repayment of Shareholder's Loans; and (ii) approximately 31.1% of the net proceeds from the Rights Issue will be used for the development of the general hospital business of the Group; and (iii) approximately 29.2% will be used for the general working capital of the Group. Further details of the use of proceeds will be disclosed by the Company in the announcement of results of the Rights Issue.

In the event that the Rights Issue is undersubscribed, the Company will negotiate with Mr. Ng in relation to the repayment of the Shareholder's Loans and further explore other fundraising alternatives to meet the expected funding needs for the next twelve months.

Rights Issue as the preferred fund raising activity of the Group

The Board has considered various ways of raising funds and believes that the Rights Issue is the most efficient way in terms of time and costs for the Company. The Board considers it is prudent to finance the Group's long term growth by long term financing, preferably in the form of equity which will not increase the Group's finance costs.

The Board has considered other fundraising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing and open offer. Debt financing will result in additional interest burden, higher gearing ratio of the Group and subject the Group to repayment obligations. In addition, debt financing may not be achievable on favourable terms in a timely manner. As for equity fundraising, such as placing of new Shares, it is relatively smaller in scale as compared to fundraising through rights issue and it would lead to immediate dilution in the shareholding interest of the existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue and offer Qualifying Shareholders to participate, it does not allow free trading of rights entitlements in the open market. On the other hand, the Board considers that the Rights Issue, being pre-emptive in nature, would allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain, increase or decrease their respective pro rata shareholdings in the Company by taking up only their respective rights entitlement, acquiring additional rights entitlement or disposing of their rights entitlements in the open market (subject to availability).

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The Board considers that the terms of the Rights Issue are fair and reasonable and raising funds through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

Risk factors associated with the operation of the Group:

The Company sets out below certain risk factors involved in the operations of the Group:

Resumption of the operation of the Group's general hospital business is subject to, among others, the re-issue of Medical Institution Practising Certificate

Resumption of the operation of the Group's general hospital business is subject to, among others, the re-issue of Medical Institution Practising Certificate.

As at the Latest Practicable Date, the operation of the Beijing Huicheng has been temporarily suspended, and the resumption of which is subject to, among others, the approval by the Beijing Municipal Dongcheng District Health Commission[#] (北京市東城區衛生健康委員會) (the “**Health Commission**”). In the event that the Health Commission does not approve or the Company does not apply for the resumption of operation on or before 1 December 2025, the Medical Institution Practising Certificate of Beijing Huicheng will be cancelled in accordance with the applicable laws and regulations of the PRC, which may have an adverse impact on the Group's operation and financial position in the long term.

The Group's business mainly operates in the PRC and any adverse economic, social and/or political development affecting the market may have an adverse impact to the Group's operations

The Group's business operation and revenue stream are mainly based in the PRC. The Directors anticipate that the PRC will continue to be the principal place of business of the Group in the coming years. The business and financial performance of the Group is therefore heavily dependent on a stable economic, social and/or political development in the PRC. The Group's business may be affected by any adverse economic and/or social events that may cast uncertainty over the general stability or prospect of the business environment in the PRC. In the unfortunate event if such adverse event takes place, it would render adverse effect on the Group's business and financial performance.

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CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

Set out below are the changes in the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Rights Issue assuming no further issue or repurchase of Shares before completion of the Rights Issue other than the allotment and issue of the Rights Shares under the Rights Issue, for illustration purposes only:

	As at the Latest Practicable Date		Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming no Qualifying Shareholders takes up any of his/her/its entitlement under the Rights Issue except for Solar Star and Mr. Ng pursuant to the Irrevocable Undertakings and the ES Unsold Rights Shares have been placed by the Placing Agent		Immediately upon completion of the Rights Issue assuming (a) no Qualifying Shareholders takes up any of his/her/its entitlements under the Rights Issue except for Mr. Ng and Solar Star pursuant to the Irrevocable Undertakings; and (b) none of the Unsubscribed Rights Shares and ES Unsold Rights Shares are taken up by independent placee(s) under the Compensatory Arrangements		Immediately upon completion of the Rights Issue assuming (a) no Qualifying Shareholders takes up any of his/her/its entitlements under the Rights Issue except for (i) Mr. Ng and Solar Star pursuant to the Irrevocable Undertakings; and (ii) New Hope International; and (b) none of the Unsubscribed Rights Shares and ES Unsold Rights Shares are taken up by independent placee(s) under the Compensatory Arrangements (Note 3)		Immediately upon completion of the Rights Issue assuming (a) no Qualifying Shareholders takes up any of his/her/its entitlements under the Rights Issue except for (i) Mr. Ng and Solar Star pursuant to the Irrevocable Undertakings; and (ii) New Hope International; (b) none of the Unsubscribed Rights Shares and ES Unsold Rights Shares are taken up by independent place(s) under the Compensatory Arrangements; and (c) the number of Rights Shares allotted and issued to Solar Star is scaled down to comply with the public float requirement (Notes 4 and 5)	
	No. of issued Shares	Approximate %	No. of issued Shares	Approximate %	No. of issued Shares	Approximate %	No. of issued Shares	Approximate %	No. of issued Shares	Approximate %	No. of issued Shares	Approximate %
Controlling Shareholder												
Solar Star (Note 1)	316,391,892	56.13	632,783,784	56.13	632,783,784	56.13	632,783,784	70.95	632,783,784	65.88	339,556,753	50.89
Substantial Shareholder												
New Hope International (Hong Kong) Limited ("New Hope International") (Note 2)	68,643,507	12.18	137,287,014	12.18	68,643,507	6.09	68,643,507	7.70	137,287,014	14.29	137,287,014	20.57
Director												
Mr. Ng (Note 1)	11,800,000	2.09	23,600,000	2.09	23,600,000	2.09	23,600,000	2.65	23,600,000	2.46	23,600,000	3.54
Public Shareholders												
Independent placees	–	–	–	–	235,458,096	20.89	–	–	–	–	–	–
Other public Shareholders	166,814,589	29.60	333,629,178	29.60	166,814,589	14.80	166,814,589	18.70	166,814,589	17.37	166,814,589	25.00
	563,649,988	100.00	1,127,299,976	100.00	1,127,299,976	100.00	891,841,880	100.00	960,485,387	100.00	667,258,356	100.00

Notes:

- (1) The issued share capital of Solar Star is owned as to 50% by Mr. Ng, 25% by Ms. Ng Si Wing and 25% by Ms. Ng Yin. As such, Mr. Ng Chi Lung is deemed to be interested in all the Shares in which Solar Star is interested under Part XV of the SFO.

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- (2) New Hope International is interested in 68,643,507 Shares. New Hope International is owned as to 75% by Southern Hope Enterprise Co., Ltd.[#] (南方希望實業有限公司) which is in turn owned as to 51% by New Hope Group Co. Ltd.[#] (新希望集團有限公司) (“**New Hope Group**”) and as to 49% by Ningbo Zhuosheng Investment Co. Ltd.[#] (寧波卓晟投資有限公司). New Hope Group is owned as to 75% by New Hope Holdings Group Co. Ltd.[#] (新希望控股集團有限公司) (“**New Hope Holdings**”), 14.60% by Mr. Liu Yonghao and 9.09% by Ms. Liu Chang, New Hope Holdings is in turn owned as to 100% by New Hope Asia Pacific Investment Holdings Co. Ltd.[#] (新希望亞太投資控股有限公司) which is owned as to 99% by Lhasa Economic Development Zone New Hope Investment Co., Ltd.[#] (拉薩經濟開發區新希望投資有限公司) (“**Lhasa Economics**”) and as to 1% by Mr. Liu Yonghao. Lhasa Economic is then owned as to 100% by Mr. Liu Yonghao. As such, Mr. Liu Yonghao and Ms. Liu Chang are deemed to be interested in the Shares held by New Hope International under Part XV of the SFO.
- (3) Assuming (a) no Qualifying Shareholders takes up any of his/her/its entitlements under the Rights Issue except for (i) Mr. Ng and Solar Star pursuant to the Irrevocable Undertakings; and (ii) New Hope International; and (b) none of the Unsubscribed Rights Shares and ES Unsold Rights Shares are taken up by independent placee(s) under the Compensatory Arrangements, upon completion of the Rights Issue, there will be 166,814,589 Shares held by public Shareholders, representing approximately 17.37% of the total issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares, which will be below the minimum public float requirement of 25% under the GEM Listing Rules. The Company will apply adjustments to and scale down the number of fully-paid Rights Shares to be allotted and issued to Solar Star, such that the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules, i.e. at least 25% of the total number of issued Shares (excluding treasury shares) being held by the public at all times, is satisfied immediately after completion of the Rights Issue.
- (4) In the event that the total issued Shares of the Company as enlarged by the allotment and issue of the Rights Shares is below the minimum public float requirement of 25% under the GEM Listing Rules, the Company will apply adjustments to and scale down the number of fully-paid Rights Shares to be allotted and issued to Solar Star.
- (5) For illustration purpose only, assuming (a) no Qualifying Shareholders takes up any of his/her/its entitlements under the Rights Issue except for (i) Mr. Ng and Solar Star pursuant to the Irrevocable Undertakings; and (ii) New Hope International; and (b) none of the Unsubscribed Rights Shares and ES Unsold Rights Shares are taken up by independent placee(s) under the Compensatory Arrangements, a total number of 293,227,031 fully-paid Rights Shares will not be allotted and issued to Solar Star such that at least 25% of the total number of issued Shares are held by the public immediately after completion of the Rights Issue. The Subscription Price in respect of the 293,227,031 unallotted and unissued Rights Shares will be refunded to Solar Star, and the size of the Rights Issue will be reduced accordingly.
- (6) Certain percentage figures included in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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FUNDRAISING EXERCISE IN THE PAST TWELVE MONTHS

The Company had not conducted any other equity fund-raising activities in the past twelve months immediately prior to the Latest Practicable Date.

POSSIBLE ADJUSTMENTS IN RELATION TO THE CONVERTIBLE PREFERENCE SHARES

As at the Latest Practicable Date, the Company has 19,700,000 outstanding Convertible Preference Shares which are convertible into 19,700,000 Shares. Pursuant to the terms of the Convertible Preference Shares, the conversion price of the Convertible Preference Shares is subject to adjustment upon the occurrence of, among others, rights issues of the Company.

The Company will notify the holders of the Convertible Preference Shares and the Shareholders by way of announcement as and when appropriate regarding adjustments to be made (if any) pursuant to the terms and conditions of the Convertible Preference Shares.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 26 May 2025 to Monday, 2 June 2025 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Please refer to the section headed “Conditions of the Rights Issue” in this Prospectus above.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any Shareholder or other person dealings in the Shares and/or the nil-paid Rights Shares up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this Prospectus.

Yours faithfully
For and on behalf of the Board
Good Fellow Healthcare Holdings Limited
Ng Chi Lung
Chairman and Executive Director

A. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 March 2022, 2023 and 2024 are disclosed in the annual reports of the Company for the years ended 31 March 2022, 2023 and 2024 and the financial information of the Group for the six months ended 30 September 2024 is disclosed in the interim report of the Company for the six months ended 30 September 2024. The said annual reports and interim report of the Company are published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.gf-healthcare.com):

- annual report of the Company for the year ended 31 March 2022 from pages 59 to 187 published on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0629/2022062901130.pdf>);
- annual report of the Company for the year ended 31 March 2023 from pages 54 to 175 published on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0629/2023062900714.pdf>);
- annual report of the Company for the year ended 31 March 2024 from pages 62 to 191 published on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0718/2024071800385.pdf>); and
- interim report of the Company for the six months ended 30 September 2024 from pages 3 to 17 published on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/1113/2024111300504.pdf>).

B. STATEMENT OF INDEBTEDNESS**Indebtedness statement**

At the close of business on 31 March 2025, being the latest practicable date for the purpose of ascertaining this indebtedness statement prior to the date of this Prospectus, the Group had total indebtedness as follows:

	As at 31 March 2025 HK\$'000
Loans from a director – unsecured and unguaranteed (<i>Note 1</i>)	10,100,000
Other loans – unsecured and unguaranteed (<i>Note 2</i>)	<u>427,000</u>
	<u><u>10,527,000</u></u>

Note 1: As at 31 March 2025, loans from a director were unsecured and unguaranteed, bearing fixed interest rate at 6% per annum.

Note 2: As at 31 March 2025, the Group's other loans borrowings were classified as current liabilities, and were unsecured, unguaranteed, interest-free and repayable on demand.

Continent liabilities

As at 31 March 2025, the Group did not have any contingent liabilities.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, as of 31 March 2025, being the latest practicable date for determining indebtedness, the Group did not have any outstanding mortgages, charges, debentures, debt securities or other loan capital or bank overdrafts or loans or other similar indebtedness or finance lease commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments or guarantees or other material contingent liabilities, nor any authorized or otherwise created but unissued debt securities.

C. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that in the absence of unforeseeable circumstances, taking into consideration the estimated net proceeds from the Rights Issue and the financial resources available to the Group including internally generated funds, bank and other facilities, the Group will have sufficient working capital for its operation for at least twelve months from the date of this Prospectus.

The Company has obtained the relevant confirmations as required under Rule 12.26C of the GEM Listing Rules.

D. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, save for the temporary suspension of operation of Beijing Huicheng and the Proposed Upgrade and Relocation as disclosed in the announcements of the Company dated 13 December 2023 and 10 February 2025, the Directors were not aware of any material adverse change in the financial or trading position of the Company since 31 March 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in provision of general hospital services in the PRC.

As disclosed in the announcement of the Company dated 10 February 2025, the Board is in the course of preparing for the Proposed Upgrade and Relocation which is expected to improve the Group's financial performance and enhance return to the Shareholders. The Company will keep the Shareholders and potential investors of the Company informed of any material developments in connection therewith by way of further announcement(s) as and when appropriate and in accordance with the requirements of the GEM Listing Rules.

As disclosed in the interim report of the Company for the six months ended 30 September 2024, the Company is expected to continue to navigate the rapidly evolving healthcare landscape, and has been closely monitoring shifts in patient expectations and regulatory priorities. These trends increasingly favour accessible and technology-driven healthcare solutions, creating both opportunities and challenges for traditional healthcare models. In response to such trends, the Group has taken deliberate steps to align its strategic focus with the emerging demand for diversified healthcare services that can adapt to the changing industry dynamics.

The Group is embarking on a transformative phase with a strategic shift towards integrated digital healthcare and health management services. This development, underscored by the Group's recent collaboration with Xiamen Yueerwan Medical Management Co., Ltd.* (廈門悅爾灣醫療管理有限公司) (“**Xiamen Yueerwan**”) and Yueerwan (Qingdao) Internet Hospital Co., Ltd.* (悅爾灣(青島)互聯網醫院有限公司) (“**Yueerwan Qingdao**”), a direct wholly-owned subsidiary of Xiamen Yueerwan, not only marks a significant milestone but also reflects the Group's diligent planning and alignment with market and policy trends. The decision to partner with Xiamen Yueerwan and Yueerwan Qingdao follows a thorough assessment of the evolving healthcare landscape, where digital healthcare solutions are increasingly important to meeting modern patient needs.

The PRC's healthcare sector is rapidly embracing digitalisation, spurred by initiatives such as “AI + Healthcare” and a rising demand for accessible and high-quality services. In view of such trends, the Group identified Xiamen Yueerwan and Yueerwan Qingdao as ideal partners for its established AI-based internet hospital and China family health management platform services. This cooperation has recently been approved by the relevant regulatory authority for online pharmaceutical operations, a testament to the strength of such collaboration and a promising step towards building a diversified and stable revenue base.

The collaboration with Xiamen Yueerwan and Yueerwan Qingdao also provides stable management income, which strengthens the Group's financial foundation, allowing for resource optimisation and strategic cost management. These steady revenues position the Group to make additional investments in telemedicine, data-driven health solutions, and other areas that enhance patient engagement and satisfaction. The Group is confident that the cooperation not only reflects the Group's capacity to forge impactful collaborations but also underscores the Group's commitment to innovation and excellence in healthcare.

Looking forward, the Group is prepared to explore additional partnerships and capital initiatives across the healthcare and wellness sectors. The Group will continue refining its asset portfolio to ensure alignment with scalable and technology-driven healthcare solutions, fostering sustainable growth and long-term shareholder value. Through the Group's disciplined approach to governance and regulatory compliance, the Group is well-equipped to navigate industry transformations, capturing new opportunities within the healthcare landscape. The Board will continue to review its business strategy with an aim to cut costs in its existing operation, and seek opportunities to expand its healthcare business to online platforms and other geographic locations, broadening its future revenue stream and enhancing the overall performance of the Group. The Group celebrates this strategic progression as a meaningful achievement and looks forward to building upon these successes as the Group contributes to a modern, accessible healthcare ecosystem that meets the evolving needs of patients and stakeholders alike.

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET
TANGIBLE ASSETS OF THE GROUP**

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial positions at the relevant time.

The following unaudited pro forma financial information of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with Rule 7.31 of the GEM Listing Rules with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group as if the Rights Issue had been completed on 30 September 2024.

The unaudited pro forma financial information of the Group is prepared for illustrative purposes only, based on the judgments and assumptions of the Directors, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group following the Rights Issue as at the date to which it is made up or at any future date.

The unaudited pro forma financial information of the Group is prepared based on the unaudited consolidated net tangible assets attributable to owners of the Company as at 30 September 2024 and adjusted to reflect the effect of the Rights Issue:

Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company upon the completion of the Rights Issue HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company as of 30 September 2024 and prior to the completion of the Rights Issue (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company immediately after completion of the Rights Issue (Note 4)
Based on 563,649,988 Rights Shares at subscription price of HK\$0.05 per Rights Share				
11,693	26,682	38,375	HK\$0.021	HK\$0.034

Notes to Unaudited Pro Forma Financial Information of the Group

1. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 is calculated based on the unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 September 2024 of approximately HK\$11,693,000 as extracted from the published interim report of the Company for the six months ended 30 September 2024.
2. The estimated net proceeds from the Rights Issue of the Rights Shares are approximately HK\$26,682,000, based on the issuance of either 563,649,988 Rights Shares at a subscription price of HK\$0.05 per Rights Share, after deducting estimated related expenses of approximately HK\$1,500,000.
3. The number of Shares used for the calculation of the unaudited consolidated net tangible assets per Share attributable to owners of the Company prior to the completion of the Rights Issue is based on 563,649,988 Shares in issue as at 30 September 2024.
4. The number of shares used for calculating the unaudited pro forma adjusted consolidated net tangible assets per share attributable to the owners of the Company upon completion of the Rights Issue is based on either 1,127,299,976 shares in issue. This includes the existing 563,649,988 shares in issue as of 30 September 2024, along with an additional 563,649,988 shares to be issued pursuant to the Rights Issue.
5. No adjustment other than those adjusted above has been made to reflect any trading results or other transactions of the Group subsequent to 30 September 2024.

**B. INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the reporting accountant, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, Hong Kong.



國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN AN INVESTMENT CIRCULAR**

To the Board of Directors of Good Fellow Healthcare Holdings Limited

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Good Fellow Healthcare Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statements of adjusted consolidated net tangible assets of the Group as at 30 September 2024 and related notes as set out on pages II-1 to II-2 of Appendix II of the prospectus issued by the Company dated 22 May 2025 (the “**Prospectus**”). The applicable criteria on the basis of which the directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors to illustrate the impact of the proposed rights issue in the proportion of one rights shares for every one existing shares held by qualifying shareholders on the record date at HK\$0.05 per rights share (the “**Proposed Rights Issue**”) on the Group's financial position as at 30 September 2024 as if the Proposed Rights Issue had taken place at 30 September 2024. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's consolidated financial statements for the six months ended 30 September 2024, on which an interim report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for the purposes of illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Tien Sun Kit Jack

Practising Certificate Number: P07364

Hong Kong, 22 May 2025

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming full subscription under the Rights Issue and no change in the number of Existing Shares in issue (other than the allotment and issue of the Rights Shares) immediately prior to completion of the Rights Issue) are set out as follows:

(i) As at the Latest Practicable Date

<i>Authorised:</i>		<i>HK\$</i>
22,000,000,000	Ordinary Shares of HK\$0.05 each	1,100,000,000
8,000,000,000	Convertible Preference Shares of HK\$0.05 each	<u>400,000,000</u>
		<u><u>1,500,000,000</u></u>
 <i>Issued and fully paid:</i>		 <i>HK\$</i>
563,649,988	Ordinary Shares of HK\$0.05 each	28,182,499.4
19,700,000	Convertible Preference Shares of HK\$0.05 each	<u>985,000</u>
		<u><u>29,132,499.4</u></u>

- (ii) **Immediately after completion of the Rights Issue (assuming full subscription under the Rights Issue and no change in the number of Existing Shares in issue (other than the allotment and issue of the Rights Shares) immediately prior to completion of the Rights Issue)**

Authorised: HK\$

22,000,000,000	Ordinary Shares of HK\$0.05 each	1,100,000,000
8,000,000,000	Convertible Preference Shares of HK\$0.05 each	<u>400,000,000</u>
		<u><u>1,500,000,000</u></u>

Issued and fully paid: HK\$

563,649,988	Ordinary Shares of HK\$0.05 each	28,182,499.4
	Rights Shares of HK\$0.05 each to be issued	
563,649,988	pursuant to the Rights Issue	28,182,499.4
19,700,000	Convertible Preference Shares of HK\$0.05 each	<u>985,000</u>
		<u><u>57,349,998.8</u></u>

The Rights Shares, when allotted, issued and fully-paid, shall rank *pari passu* in all respects with the Shares then in issue. Holder of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date, save for the 19,700,000 Convertible Preference Shares, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into any Existing Shares.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests in the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Interest in Shares

Name of Director/ Chief Executive	Nature of interest	Number of Shares interested	Approximate percentage of issued share of capital of the Company ^(Note 1)
Mr. Ng	Beneficial owner	11,800,000 (L)	2.09%
	Interest in controlled corporation ^(Note 2)	316,391,892 (L)	56.13%

Notes:

- (1) The shareholding percentage in the Company is calculated on the basis of 563,649,988 Shares in issue as at the Latest Practicable Date.
- (2) The 316,391,892 Shares are held by Solar Star, being a company incorporated in the British Virgin Islands with limited liability and is owned as to 50% by Mr. Ng, 25% by Ms. Ng Si Wing and 25% by Ms. Ng Yin. As such, Mr. Ng is deemed, or taken to be interested in the Shares held by Solar Star by virtue of the SFO.
- (3) The letter "L" denotes a long position in the Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial Shareholders and other persons' interests in Shares and underlying Shares

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group and the amount of each of such person's interests in such securities, together with particulars of any options in respect of such capital:

Interest in Shares

Name of Shareholder	Nature of interest	Number of Shares interested	Approximate percentage of issued share of capital of the Company ^(Note 4)
Solar Star ^(Note 1)	Beneficial owner	316,391,892 (L)	56.13%
Ms. Cheng Wai Yin ^(Note 2)	Interest of spouse	328,191,892 (L)	58.22%
New Hope International ^(Note 3)	Beneficial owner	68,643,507 (L)	12.18%
Southern Hope Enterprise Co., Ltd. [#] (南方希望實業 有限公司) (“Southern Hope”) ^(Note 3)	Interest in controlled corporation	68,643,507 (L)	12.18%

Name of Shareholder	Nature of interest	Number of Shares interested	Approximate percentage of issued share of capital of the Company <i>(Note 4)</i>
Ningbo Zhuosheng Investment Co., Ltd. [#] (寧波卓晟投資有限公司) (“ Ningbo Zhuosheng ”) <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%
New Hope Group Co., Ltd. [#] (新希望集團有限公司) (“ New Hope Group ”) <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%
New Hope Holdings Group Co., Ltd. [#] (新希望控股集團有限公司) (“ New Hope Holdings ”) <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%
New Hope Asia Pacific Investment Holdings Co., Ltd. [#] (新希望亞太投資控股有限公司) (“ New Hope Asia Pacific ”) <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%
Lhasa Economic Development Zone New Hope Investment Co., Ltd. [#] (拉薩經濟開發區新希望投資有限公司) (“ Lhasa Economic ”) <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%
Mr. Liu Yonghao <i>(Note 3)</i>	Interest in controlled corporation	68,643,507 (L)	12.18%

Notes:

- (1) The issued share capital of Solar Star is owned as to 50% by Mr. Ng, 25% by Ms. Ng Si Wing and 25% by Ms. Ng Yin. As such, Mr. Ng Chi Lung is deemed to be interested in all the Shares in which Solar Star is interested under Part XV of the SFO.
- (2) Ms. Cheng Wai Yin is the spouse of Mr. Ng. As such, Ms. Cheng Wai Yin is deemed to be interested in all the Shares in which Mr. Ng Chi Lung is interested under Part XV of the SFO.

- (3) New Hope International is interested in 68,643,507 Shares. New Hope International is owned as to 75% by Southern Hope which is in turn owned as to 51% by New Hope Group and as to 49% by Ningbo Zhuosheng. New Hope Group is owned as to 75% by New Hope Holdings, 14.60% by Mr. Liu Yonghao and 9.09% by Ms. Liu Chang, New Hope Holdings is in turn owned as to 100% by New Hope Asia Pacific which is owned as to 99% by Lhasa Economic and as to 1% by Mr. Liu Yonghao. Lhasa Economic is then owned as to 100% by Mr. Liu Yonghao. As such, Mr. Liu Yonghao and Ms. Liu Chang are deemed to be interested in the Shares held by New Hope International under Part XV of the SFO.
- (4) The shareholding percentage in the Company is calculated on the basis of 563,649,988 Shares in issue as at the Latest Practicable Date.
- (5) The letter “L” denotes a long position in the Shares.

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

4. DIRECTORS' INTERESTS IN CONTRACT AND ASSET OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2024, the date to which the latest published audited accounts of the Group were made up.

There was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was involved in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) had been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date and are or may be material:

- (i) the sale and purchase agreement dated 20 September 2024 and entered into between the Company and Lin Xuejiao in relation to disposal of the entire issued share capital of Sino Business Investment Development Limited; and
- (ii) the Placing Agreement.

9. EXPERT AND CONSENT

The following is the qualification of the expert (the “**Expert**”) who has given opinion or advice contained in this Prospectus:

Name	Qualification
HLB Hodgson Impey Cheng Limited	Certified Public Accountants

As at the Latest Practicable Date, the Expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letters or reports and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the Expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the Expert did not have any direct or indirect interests in any assets which have been, since 31 March 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group.

10. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, placing commission (assuming the Rights Issue is not fully-subscribed and any Unsubscribed Rights Shares and ES Unsold Rights Shares are placed by the Placing Agent), printing, registration, translation, legal and accountancy charges are estimated to be up to approximately HK\$1.4 million, which are payable by the Company.

11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Directors

Mr. NG Chi Lung (*Chairman*)

Mr. Wu Qiyu

Independent non-executive Directors

Ms. WONG Ka Wai, Jeanne

Mr. LAU Tak Kei Arthur

Mr. Lin Yaomin

Audit committee

Ms. Wong Ka Wai, Jeanne (*Chairlady*)

Mr. Lau Tak Kei Arthur

Mr. Lin Yaomin

Remuneration committee

Ms. Wong Ka Wai, Jeanne (*Chairlady*)

Mr. Wu Qiyu

Mr. Lau Tak Kei Arthur

Mr. Lin Yaomin

Nomination and corporate governance committee

Mr. Ng Chi Lung (*Chairman*)

Ms. Wong Ka Wai, Jeanne

Mr. Lau Tak Kei Arthur

Mr. Lin Yaomin

Registered office

P.O. Box 31119

Grand Pavilion Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Head office and principal place of business	Room 2101, 21/F China Merchants Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Authorised representatives	Mr. Ng Chi Lung Mr. Lam Williamson
Business address of all Directors and authorised representatives	Room 2101, 21/F China Merchants Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Company secretary	Mr. Lam Williamson
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal banker	Bank of Communications Co., Ltd. 20 Pedder Street Central, Hong Kong
Auditor	HLB Hodgson Impey Cheng Limited Certified Public Accountants 31/F, Gloucester Tower The Landmark 11 Pedder Street Central, Hong Kong
Legal adviser to the Company as to Hong Kong laws	CLKW Lawyers LLP in association with Michael Li & Co. Rooms 1901A, 1902 & 1902A, 19/F New World Tower I 16-18 Queen's Road Central Central, Hong Kong
Placing Agent	Kingston Securities Limited 72/F., The Center 99 Queen's Road Central Central, Hong Kong

12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT**Executive Directors**

Mr. Ng Chi Lung (“**Mr. Ng**”), aged 36, has ten years of experience in founding new business and commercial management. Mr. Ng studied at Macquarie University (major in accounting) in Australia after obtained his diploma from the Sydney Institute of Business and Technology in 2008. Since February 2012, Mr. Ng founded and managed business including the scope of manufacturing and services sector. He was an executive director of Yueshou Environmental Holdings Limited (currently known as China Gem Holdings Limited) (stock code:1191), being a company listed on the Main Board of the Stock Exchange, from September 2014 to April 2016. He was also a vice chairman and an executive director of Theme International Holdings Limited (stock code: 990), being a company listed on the Main Board of the Stock Exchange, from April 2016 to July 2018. Mr. Ng was appointed as an executive Director and chairman of the Board on 23 July 2018. Mr. Ng is also a director of various subsidiaries of the Group.

Mr. Wu Qiyu (“**Mr. Wu**”), aged 31, possesses profound expertise in business management, strategic planning and risk management. Mr. Wu obtained a Bachelor of Business (Banking and Finance) from the Monash University in 2016 and a Master of Business Administration from the same university in 2022.

From 2016 to 2020, Mr. Wu served as an investment manager at Cornerstone Capital Investment Group Pty Ltd, leading multiple commercial real estate projects involving retirement and medical assets, monitoring compliance and conducting risk control for those projects. From 2021 to 2022, Mr. Wu was a member of the management team at Lunghealth Medtech Company Limited, spearheading the strategic rollout of the magnetic navigation bronchoscope system in the Chinese market, ensuring the safety of the product and overseeing the compliance with the relevant laws and regulations. In December 2022, Mr. Wu founded Dynamiq Advisory Pte Ltd (“**Dynamiq Advisory**”) and has been the chief executive officer Dynamiq Advisory thereafter, providing its clients with comprehensive corporate services, including but not limited to compliance and risk management services.

Independent non-executive Directors

Ms. Wong Ka Wai, Jeanne (“**Ms. Wong**”), aged 60, has over 30 years of experience in finance, accounting, taxation and corporate affairs. She is a member of the Chartered Accountants in Australia and New Zealand, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a member of the Society of Trust and Estate Practitioner and the Certified Tax Advisor in Hong Kong. Ms. Wong holds a bachelor’s degree in economics from the University of Sydney, Australia. Ms. Wong is currently the managing director of a private company providing consulting and management services, as well as the chief financial officer of a local law firm and consultant of a local CPA firm. Ms. Wong is currently an independent non-executive director of Phoenitron Holdings Limited (stock code: 8066), being a company listed on GEM.

Mr. Lau Tak Kei Arthur (“**Mr. Lau**”), aged 43, holds a bachelor’s degree of laws from The London School of Economics and Political Science and a master of economics from The University of Hong Kong. He is licenced to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

Mr. Lau has over 17 years of experience spanning hedge fund, private equity and investment banking in Asia. He is the co-founder and currently a partner of Ark Pacific Capital Management, a multi-strategy alternative asset manager focusing in Greater China. He was investment director of Elliott Advisors (HK) Ltd (“**Elliott**”), the Asian arm of Elliott Associates, a global multi-strategy hedge fund. During his tenure at Elliott, he was responsible for investments across asset classes including publicly listed securities, private equity, structured credit, real estate and fund-of-funds investments in China, Hong Kong and Southeast Asia. Prior to this, he worked as an investment banker at Citigroup in the Technology, Media & Telecom team running a wide range of mergers and acquisitions and corporate finance transactions. He began his career at JPMorgan’s investment banking division in Hong Kong. Mr. Lau is also a member of the Beijing Municipal Committee of the Chinese People’s Political Consultative Conference.

Mr. Lin Yaomin (“**Mr. Lin**”), aged 65, obtained a bachelor’s degree in science from the Nanjing University in 1982 and a master’s degree in science from The Chinese Academy of Sciences (中國科學院). Mr. Lin is a senior economist and has also been designated as a Fellow, Life Management Institute from Life Office Management Association since 1999. Mr. Lin has over 30-year experience in management and in the industry of financial, medical and healthcare insurance. From December 1986 to April 1993, Mr. Lin served as the head of the teaching and research department and the secretary of the youth league committee at the China Insurance Management Cadre College. Mr. Lin then served as the general manager at the Xiamen branch of Ping An Life Insurance Company of China, Ltd (“**Ping An Life**”) for about 5 years from March 1995 to January 2000. From January 2000 to July 2002, Mr. Lin was relocated to the Hubei branch of the Ping An Life to serve as a general manager. From June 2006 to March 2015, Mr. Lin joined Kunlun Health Insurance Co. Ltd. as an executive vice president, with his last position as the chairman and chief executive officer. In March 2017, Mr. Lin worked as a senior consultant at Airstar Digital Technology and retired in December 2021. Thereafter, he founded Insurance Today and has been the director of its research institute.

Senior management

Mr. Lam Williamson (“**Mr. Lam**”), aged 50, joined the Group in December 2007. Mr. Lam is the Group’s chief financial officer and company secretary of the Company. He has more than 20 years’ experience in finance and company secretarial functions. Mr. Lam is a member of the Certified Practising Accountant in Australia and also a fellow member of the Hong Kong Institute of Certified Public Accountants.

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Company (the “**Audit Committee**”) comprised all of the independent non-executive Directors, namely Ms. Wong Ka Wai, Jeanne (the chairlady of the Audit Committee), Mr. Lau Tak Kei Arthur, and Mr. Lin Yaomin. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed “12. Particulars of the Directors and senior management” in this appendix. The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the consolidated financial statements and the interim and annual reports of the Group, reviewing the terms of engagement and scope of audit work of the external auditor, and performing the corporate governance function.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and Consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<https://www.hkexnews.hk/>) and the Company (www.gf-healthcare.com) for a period of 14 days from the date of this Prospectus:

- (a) the letter from the Board, the text of which is set out on pages 9 to 37 of this Prospectus;
- (b) the accountant’s report on the unaudited pro forma financial information of the Group issued by HLB Hodgson Impey Cheng Limited, the text of which is set out in Appendix II to this Prospectus;

- (c) the material contracts referred to in the paragraph headed “8. Material Contracts” of this appendix;
- (d) the written consents referred to in paragraph headed “9. Expert and Consent” of this appendix; and
- (e) the Prospectus Documents.

17. MISCELLANEOUS

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) As at the Latest Practicable Date, there was no contract for the hire or hire purchase of plant to or by any member of the Group for a period of over one year which are substantial in relation to the Group’s business.
- (c) As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- (d) In the event of any inconsistency, the English texts of this Prospectus and the PAL shall prevail over their respective Chinese texts.