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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)

VOLUNTARY ANNOUNCEMENT COOPERATION AND OPERATIONAL MANAGEMENT AGREEMENT

This announcement is made by Good Fellow Healthcare Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis with the aim of updating the shareholders and potential investors of the Company on the latest business plan and development of the Company.

COOPERATION AND OPERATIONAL MANAGEMENT AGREEMENT

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that, on 25 October 2024 (after trading hours of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Good Fellow Development Limited (“**Good Fellow**”), an indirect wholly-owned subsidiary of the Company, entered into a cooperation and operational management agreement (the “**Agreement**”) 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. Pursuant to the Agreement, Good Fellow has agreed to provide hospital management services to Yueerwan Qingdao and Qingdao Yueerwan Internet Hospital* (青島悅爾灣互聯網醫院) (the “**Internet Hospital**”), the Internet hospital operated by Yueerwan Qingdao, and Yueerwan Qingdao has agreed to pay to Good Fellow (i) the fixed monthly management fees of HK\$1.75 million; or (ii) management fees equivalent to the sum of (a) 1% of the operating revenue of the Internet Hospital as shown in its audited financial report of the relevant financial year (the “**Audited Report**”); and (b) 10% of the profits before taxation of the Internet Hospital as shown in the Audited Report, whichever is higher.

The Agreement shall be valid for a term of five years commencing from 25 October 2024 (the “**Term**”), and none of the parties thereto is entitled to unilaterally terminate the Agreement during the first year of the Term without cause, and any party thereto may terminate the Agreement by giving the other parties not less than three months’ prior written notice during the second to the fifth year of the Term. The Agreement is extendable by the parties and a supplemental agreement shall be entered into if extended.

Pursuant to the Agreement, Xiamen Yueerwan has agreed to grant an option (the “**Option**”) to Good Fellow (or its nominees) to purchase all or part of the shares of Yueerwan Qingdao and the Internet Hospital from Xiamen Yueerwan during the Term. The terms of and the consideration for the acquisition of such shares shall be subject to further negotiation. In the event that Good Fellow exercises the Option and enters into any specific agreement(s) in relation to the potential acquisition of the shares, further announcement(s) will be made by the Company in accordance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange as and when appropriate.

INFORMATION OF XIAMEN YUEERWAN AND YUEERWAN QINGDAO

Xiamen Yueerwan is a company established in the People’s Republic of China (the “**PRC**”) with limited liability. Xiamen Yueerwan is principally engaged in investment holding. To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, Xiamen Yueerwan and its ultimate beneficial owner are third parties independent of and not connected with the Group.

Yueerwan Qingdao is a company established in the PRC with limited liability and a wholly-owned subsidiary of Xiamen Yuuerwan. Yueerwan Qingdao is principally engaged in the operation of the Internet Hospital.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Group is principally engaged in the provision of general hospital services in the PRC. The Board believes that, by entering into the Agreement, the Group can leverage its expertise in hospital and healthcare management to provide hospital management services to Yueerwan Qingdao and the Internet Hospital, extending its healthcare business to online platforms and broadening its revenue stream through recognising management fees to be received under the Agreement as revenue. As such, the Board considers that the Agreement is entered into on normal commercial terms and in the ordinary and usual course of business of the Company and in the interests of the Company and the shareholders of the Company as a whole.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

* *For identification purposes only*

By order of the Board
Good Fellow Healthcare Holdings Limited
Ng Chi Lung
Chairman and Executive Director

Hong Kong, 25 October 2024

As at the date of this announcement, the Board comprises Mr. Ng Chi Lung and Mr. Wu Qiyou as executive Directors; and Ms. Wong Ka Wai, Jeanne, Mr. Lau Tak Kei Arthur and Mr. Lin Yaomin as independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page of the website of the Stock Exchange for at least seven days from the date of its publication and on the website of the Company at www.gf-healthcare.com.