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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)**

## **COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of Good Fellow Healthcare Holdings Limited (the “**Company**”) dated 10 March 2026 and 11 March 2026 (the “**Announcements**”) in relation to the Subscription. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

### **COMPLETION OF THE SUBSCRIPTION**

The Company is pleased to announce that all the conditions set out in the Subscription Agreements have been fulfilled, and completion of the Subscription (the “**Completion**”) took place on 28 April 2026 in accordance with the terms and conditions of the Subscription Agreements. An aggregate of 225,459,995 Subscription Shares, representing approximately 20.00% of the entire issued share capital of the Company immediately before Completion and approximately 16.66% of the entire issued share capital of the Company as enlarged by the issue of all the Subscription Shares, have been allotted and issued to the Subscribers.

The gross proceeds from the Subscription will be approximately HK\$19.39 million and the net proceeds will be approximately HK\$19.09 million (after deduction of the expenses of the Subscription), which represents the net issue price of approximately HK\$0.085 per Subscription Share. The Directors intend to apply the net proceeds from the Subscription (i) as to approximately HK\$13.09 million for potential investment opportunities in healthcare industry should opportunities arise and/or business development of the Group; and (ii) as to HK\$6 million for the 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 utilized by January 2027.

As disclosed in the interim report of the Company for the six months ended 30 September 2025, Hainan Good Years Medical Services Co., Ltd.\* (海南金頤年醫療服務有限公司), an indirect wholly-owned subsidiary of the Company, has obtained the approval for formation of medical institution on 10 December 2025 from the Medical Products Administration of the Boao Lecheng International Medical Tourism Pilot Zone in Hainan, the PRC (the “**Hainan Pilot Zone**”) with respect to the formation of a Grade III specialised hospital in Hainan (the “**Hainan Hospital**”). As at the date of this announcement, the site-related application for the Hainan Hospital has been approved by the relevant regulatory authority of the Hainan Pilot Zone. The Group will continue to pursue the relevant approval processes in accordance with applicable regulatory requirements. While the Company intends to prioritise the commencement of the Hainan Hospital as a Grade III cardiovascular specialty hospital, the Group will remain open to exploring suitable investment opportunities should market conditions permits, and will assess such possibilities prudently in accordance with its long-term strategic objectives.

In order to leverage on the preferential policies and strategic advantages offered by the Hainan Pilot Zone, such as (i) special-access and fast-track pathways for urgently needed imported drugs and devices; (ii) lower tariffs for certain drugs and medical devices; and (iii) incentives to encourage foreign investors to establish medical institutions in the Hainan Pilot Zone, the Group is also exploring a potential investment in a hospital in Hainan, the PRC (the “**Hainan Potential Hospital**”). As at the date of this announcement, the Group is in the process of negotiation with the potential vendor, with the intention of acquiring a controlling stake in the Hainan Potential Hospital. However, no binding agreement has been entered into as at the date of this announcement.

The Group will continue to identify and explore suitable investments and acquisition opportunities that can expand and strengthen its principal business and broaden its revenue stream. The Directors currently intend that any potential investments, mergers and acquisitions would be hospital-related (including, but not limited to, specialist or general hospitals) through forms of strategic cooperation, joint ventures, partnerships, acquiring controlling or minority stakes in hospitals that already possess the necessary licenses, equipment, and stable customer base. The specific terms and structure of any potential investments will be subject to negotiation with the relevant targets or determined based on the circumstances of each potential opportunity. Any potential investments are expected to be in line with the Group’s existing business focus and strategic direction, further enhance its business portfolio and create long-term value for the Shareholders. Save as disclosed above regarding the potential investment in the Hainan Potential Hospital, no other potential targets have been identified as at the date of this announcement.

The Company will comply with all applicable requirements under Chapter 19 of the GEM Listing Rules and make further announcement(s) in relation to the potential investment(s) as and when appropriate.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion are set out below:

Name of the Shareholders	(i) Immediately before Completion		(ii) Immediately upon Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Solar Star Global Limited (“Solar Star”) (Note 1)	656,383,784	58.23%	656,383,784	48.52%
New Hope International (Hong Kong) Limited (“New Hope International”) (Note 2)	68,643,507	6.09%	68,643,507	5.07%
Subscriber A (Note 3)	–	–	112,729,998	8.33%
Subscriber B (Note 4)	–	–	112,729,997	8.33%
Public Shareholders	402,272,685	35.68%	402,272,685	29.75%
	<b><u>1,127,299,976</u></b>	<b><u>100.00%</u></b>	<b><u>1,352,759,971</u></b>	<b><u>100.00%</u></b>

Notes:

- (1) *The issued share capital of Solar Star is owned as to 50% by Mr. Ng Chi Lung, 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) *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) *The Subscriber A, Energy Minerals (H.K.) United Co. Limited, is a company incorporated in Hong Kong with limited liability, being an Independent Third Party. The ultimate beneficial owner of the Subscriber A is Mr. Liu Yong Shun (劉永順).*
- (4) *The Subscriber B, Guotai Health Industry Holdings Group Co., Limited, a company incorporated in Hong Kong with limited liability, being an Independent Third Party. The ultimate beneficial owner of the Subscriber B is Mr. Zhang Heng (張恆).*
- (5) *The percentages are subject to rounding difference, if any.*

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

Hong Kong, 28 April 2026

*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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of publication and on the Company’s website at [www.gf-healthcare.com](http://www.gf-healthcare.com).*