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)

MAJOR TRANSACTION IN RELATION TO ACQUISITION OF INTERESTS IN LIMITED PARTNERSHIP

THE ACQUISITION

On 30 June 2026 (after trading hours of the Stock Exchange), the Purchaser and the Vendor, among others, entered into the Interest Transfer Agreement, pursuant to which the Vendor conditionally agreed to transfer and the Purchaser conditionally agreed to acquire the Partnership Interests (being 80.0% of the partnership interests in the Target Partnership) for the consideration of RMB5,738,200 (equivalent to approximately HK$6,639,100).

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Interest Transfer Agreement exceed 25% but not more than 100%, the Interest Transfer Agreement constitutes a major transaction on the part of the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its close associates has any material interest in the Interest Transfer Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting under the GEM Listing Rules if the Company were to convene a general meeting for the approval of the Interest Transfer Agreement.

GENERAL

As additional time is required for the Company to prepare and finalise certain information required for inclusion in the circular, a circular containing, among other things, details of the Interest Transfer Agreement, the financial information of the Target Group and other information as required under the GEM Listing Rules will be despatched by the Company to the Shareholders on or before 7 August 2026 in accordance with the GEM Listing Rules.

On 30 June 2026 (after trading hours of the Stock Exchange), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor, among others, entered into the Interest Transfer Agreement, pursuant to which the Vendor conditionally agreed to sell and the Purchaser conditionally agreed to acquire the Partnership Interests (being 80.0% of the partnership interests in the Target Partnership) for the consideration of RMB5,738,200 (equivalent to approximately HK$6,639,100).

THE INTEREST TRANSFER AGREEMENT

Details of the Interest Transfer Agreement are set out below:

Date:	30 June 2026 (after trading hours of the Stock Exchange)
Parties:	(1) Yikangmin (Xiamen) Medical Management Co., Ltd.*（益慷民（廈門）醫療管理有限公司）, an indirect wholly-owned subsidiary of the Company, as purchaser;
	(2) Xiamen Orange Care and Elderly Care Technology Co., Ltd.*（廈門橙照護養老科技有限公司）as vendor and joint guarantor;
	(3) Lvfulong (Xiamen) Health Management Technology Co., Ltd.*（綠福隆（廈門）健康管理科技有限公司）as limited partner;
	(4) Chengkan (Xiamen) Medical Investment Partnership (Limited Partnership)*（橙慷（廈門）醫療投資合夥企業（有限合夥））as Target Partnership;

(5) Xiamen Huli Jianmin Hospital Co., Ltd.*（廈門湖里健民醫院有限公司）as the invested company and joint guarantor; and

(6) Zhang Weijie*（張偉傑）as joint guarantor.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendor, the Target Partnership, Lvfulong, Xiamen Hospital and Mr. Zhang and its respective ultimate beneficial owners (if applicable) are Independent Third Parties.

Subject matter: The Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell the Partnership Interests (being 80.0% of the partnership interests in the Target Partnership) for the consideration of RMB5,738,200 (equivalent to approximately HK$6,639,100).

Condition precedent: The Interest Transfer Agreement is conditional upon the satisfaction of the following conditions:

(i) all parties having obtained all necessary approvals and having completed all internal and external decision-making procedures in connection with the transaction in accordance with applicable laws and regulations and their respective constitutional or organisational documents, including but not limited to shareholders' resolutions, board resolutions and partners' consents, as the case may be;

(ii) all necessary approvals required under the GEM Listing Rules having been obtained, including but not limited to the passing by the Shareholders at a general meeting of the Company of the requisite resolution(s) approving the Interest Transfer Agreement and the transactions contemplated thereunder;

(iii) all requisite consents and/or approvals from third parties required for the execution, delivery and performance of the Transaction Documents and completion of the transaction having been obtained by the relevant parties (other than the Purchaser) and remaining in full force and effect;

(iv) the Purchaser having completed the due diligence on the Target Partnership and the Xiamen hospital and the Target Partnership and/or the Xiamen Hospital having rectified all issues identified (if any) during such due diligence in accordance with the requirements of the Purchaser, and such rectification results being satisfactory to the Purchaser;

(v) the Equity Transfer Agreement of Xiamen Hospital entered into among Shuren Medical, the Vendor and other relevant parties dated 20 November 2025 having been unconditionally and irrevocably terminated pursuant to a written termination agreement executed by all relevant parties to the satisfaction of the Purchaser;

(vi) the shareholders of Xiamen Hospital having issued shareholder confirmation letter(s) to the Purchaser in the agreed form;

(vii) the shareholders of Xiamen Hospital and Xiamen Hospital having executed the new articles of association in the agreed form;

(viii) the 51% equity interest in Xiamen Hospital held by the Target Partnership having been unconditionally and irrevocably released from charge and all relevant registration cancellation procedures having been completed with supporting evidence provided to the Purchaser;

(ix) the subject Partnership Interest and the assets of the Target Partnership being free from any pledge, charge, encumbrance, freezing order, attachment or other third-party rights or claims;

(x) Mr. Zhang having executed and delivered non-competition undertakings in the agreed form;

(xi) the Joint Guarantors having provided a financial report of the Target Partnership and Xiamen Hospital for the financial year 31 March 2026, duly stamped by the Vendor, the Target Partnership and Xiamen Hospital and audited by an auditor designated by the Purchaser and confirmed without objection;

(xii) in respect of the conditions of the Xiamen Hospital as at the date of the Interest Transfer Agreement and date of completion, Xiamen Hospital having provided the written representations and warranties as set out in the Interest Transfer Agreement;

(xiii) there being no laws, court judgments, arbitral awards, injunctions or regulatory actions that prohibit, restrict or adversely affect the transaction and no pending or threatened litigation, arbitration, judgement, injunctions or regulatory actions that may materially adversely affect the transaction;

(xiv) the representations and warranties given by the parties under the Interest Transfer Agreement remaining true, complete and accurate in all material respects from the date of the Interest Transfer Agreement up to completion, and all covenants required to be performed prior to completion having been duly complied with; and

(xv) no event, circumstance or change having occurred since the date of the Interest Transfer Agreement that has had or is reasonably expected to have a material adverse effect on the assets, financial position, liabilities, business operations or prospects of the Target Partnership and/or Xiamen Hospital.

As at the date of this announcement, none of the condition precedent set out above has been fulfilled.

Completion: Completion shall take place upon the completion of the commercial and industrial registration in respect of the transfer of the Partnership Interest.

BASIS OF CONSIDERATION

The Consideration is determined based on arm's length negotiations between the Purchaser and the Vendor with reference to (i) the preliminary valuation of 80% interests in the Target Partnership prepared by the Valuer adopting the market approach; and (ii) the reasons for and benefits of the Acquisition as set out below.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company. The Group is principally engaged in the provision of general hospital services in the PRC.

As disclosed in the interim report of the Company for the six months ended 30 September 2025 and the announcement of the Company dated 15 June 2026, the Company has continued to explore suitable investment and acquisition opportunities, principally hospital-related, including interests in hospitals that already hold the necessary licences and have an established patient base, that can strengthen its principal business and broaden its revenue streams.

Xiamen Hospital, being the only investment of the Target Partnership, is an established second-tier general hospital with a track record spanning over three decades with the Medical Institution Practicing Certificate（醫療機構執業許可證）issued by the Xiamen Huli District Health Bureau, providing a comprehensive range of healthcare services including treatment, prevention, rehabilitation and health management. Xiamen Hospital has a network of clinical departments, a stable bed capacity and established cooperation arrangements with reputable tertiary hospitals and medical institutions which provides access to medical expertise, patient referrals and integrated care solutions.

In addition, the hospital is positioned to serve patients requiring post-acute treatment and rehabilitation services, including specialised Chinese medicine rehabilitation services, and is supported by qualified medical personnel and well-equipped diagnostic and treatment facilities. The Board considers that such positioning is complementary to the development of an integrated healthcare service model, with potential to capture increasing demand for rehabilitation and follow-up care services.

The Directors consider that the acquisition of the Target Partnership is in line with the business plan of the Company and terms and conditions of the Interest Transfer Agreement are fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

The Purchaser

Yikangmin (Xiamen) Medical Management Co., Ltd.*（益慷民（廈門）醫療管理有限公司）, an indirect wholly-owned subsidiary of the Company is a company incorporated in the PRC with limited liability and an investment holding company.

The Vendor

Xiamen Orange Care and Elderly Care Technology Co., Ltd.*（廈門橙照護養老科技有限公司） is a company incorporated in the PRC with limited liability and is principally engaged in elderly care services, health consultation services (excluding medical treatment), sales of class I medical devices and wholesale of protective equipment for medical personnel. The equity interest of the Vendor is ultimately owned as to approximately 21.74% by Mr. Zhang, approximately 20.46% by Lin Youheng*（林有恒）, approximately 18.05% by Lin Huiling*（林惠玲）, approximately 18.05% by Lin Xiaoyue*（林曉月）, approximately 5.89% by Chen Wen*（陳雯） and the remaining equity interests of approximately 15.81% by 13 other shareholders with none of them individually holding more than 2.95% of the equity interests. As at the date of this announcement, the Vendor is a general partner and interested in 90% of the interest of the Target Partnership.

Lvfulong

Lvfulong (Xiamen) Health Management Technology Co., Ltd.*（綠福隆（廈門）健康管理科技有限公司） is a company incorporated in the PRC with limited liability is principally engaged in health and wellness services (non-medical), traditional Chinese medicine health and wellness services (non-medical), nursing institution services (excluding medical services) and sports and health services. The equity interest of Lvfulong is owned by Gao Caiqun*（高彩群）. As at the date of this announcement, Lvfulong a limited partner and is interested in 10% of the interest of the Target Partnership.

Target Partnership

Chengkan (Xiamen) Medical Investment Partnership (Limited Partnership)*（橙慷（廈門）醫療投資合夥企業（有限合夥））is a limited partnership registered under the laws of the PRC and is principally engaged in investment holding. As at the date of this announcement, the Target Partnership is owned as to approximately 90% and 10% by the Vendor and Lvfulong, respectively.

Set out below is the consolidated financial information of the Target Partnership for the years ended 31 March 2026 and 2025:

	For the year ended 31 March	
	2025	**2026**
	RMB'000	*RMB'000*
Revenue	4,937	15,312
Net loss before tax	(5,306)	(10,457)
Net loss after tax	(5,306)	(10,457)

As at 31 March 2026, the consolidated net liabilities of the Target Partnership was approximately RMB771,929.

Xiamen Hospital

Xiamen Huli Jianmin Hospital Co., Ltd.*（廈門湖里健民醫院有限公司）is a company incorporated in the PRC with limited liability and is principally engaged in the provision of general hospital services in Xiamen, the PRC. As at the date of this announcement, the equity interest of Xiamen Hospital is owned as to 51% by the Target Partnership and 49% by Shuren Medical.

Zhang Weijie (張偉傑)

Mr. Zhang is a PRC resident and the chairman of the Vendor.

The Joint Guarantors, being the Vendor, Xiamen Hospital and Mr. Zhang, have provided certain warranties and undertakings in relation to, among other matters, the operations of Xiamen Hospital.

GEM LISTING RULES IMPLICATIONS

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its close associates has any material interest in the Interest Transfer Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting under the GEM Listing Rules if the Company were to convene a general meeting for the approval of the Interest Transfer Agreement.

GENERAL

As additional time is required for the Company to prepare and finalise certain information required for inclusion in the circular, a circular containing, among other things, details of the Interest Transfer Agreement, the financial information of the Target Group and other information as required under the GEM Listing Rules will be despatched by the Company to the Shareholders on or before 7 August 2026 in accordance with the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Acquisition"	the acquisition of the Partnership Interest by the Purchaser from the Vendor pursuant to the terms and conditions of the Interest Transfer Agreement

"close associate(s)"	has the same meaning ascribed thereto under the GEM Listing Rules
"Company"	Good Fellow Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8143)
"connected person(s)"	has the same meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third party(ies) independent of the Company and its connected persons
"Interest Transfer Agreement"	the agreement dated 30 June 2026 entered into, among others, between the Purchaser and the Vendor in respect of the acquisition of the Partnership Interest
"Joint Guarantors"	The Vendor, Xiamen Hospital and Mr. Zhang
"Lvfulong"	Lvfulong (Xiamen) Health Management Technology Co., Ltd.* (綠福隆(廈門)健康管理科技有限公司), a company incorporated in the PRC with limited liability and a limited partner of the Target Partnership
"Mr. Zhang"	Mr. Zhang Weijie* (張偉傑)

"Partnership Interest"	80% of the interest of the Target Partnership
"PRC"	the People's Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Purchaser"	Yikangmin (Xiamen) Medical Management Co., Ltd.* (益慷民(廈門)醫療管理有限公司), an indirect wholly-owned subsidiary of the Company
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Shuren Medical"	Xiamen Shuren Medical Investment Partnership (Limited Partnership)* (廈門術仁醫療投資合夥企業(有限合夥)), a limited partnership registered under the laws of the PRC and a shareholder of Xiamen Hospital
"Stock Exchange"	The Stock Exchange of Hong Kong
"Target Partnership"	Chengkan (Xiamen) Medical Investment Partnership (Limited Partnership)* (橙慷(廈門)醫療投資合夥企業(有限合夥)), a limited partnership registered under the laws of the PRC and a shareholder of Xiamen Hospital
"Valuer"	Asset Appraisal Limited (中誠達資產評值顧問有限公司), an independent valuer
"Vendor"	Xiamen Orange Care and Elderly Care Technology Co., Ltd.* (廈門橙照護養老科技有限公司), a company incorporated in the PRC with limited liability
"Xiamen Hospital"	Xiamen Huli Jianmin Hospital Co., Ltd.* (廈門湖里健民醫院有限公司), a company incorporated in the PRC with limited liability

"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"%"	per cent.

* *the English names are not official names but are provided for identification purpose only*

In this announcement, amounts in RMB are translated into HK$ on the basis of RMB1= HK$1.157 for illustration purpose only.

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

Hong Kong, 30 June 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 for at least seven days from the date of publication and on the Company's website at www.gf-healthcare.com.