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## **Mediwelcome Healthcare Management & Technology Inc.**

**麥迪衛康健康醫療管理科技股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2159)**

### **INSIDE INFORMATION**

This announcement is made by Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to the Prospectus dated 31 December 2020. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

### **EXISTING CONTRACTUAL ARRANGEMENTS**

The Company is principally engaged in the provision of integrated healthcare marketing solutions for cardiovascular diseases. As part of the Company’s principal business, it provides internet hospital services which involve video production services and value-added telecommunications services, through Mediwelcome Beijing.

As disclosed in the Prospectus, as foreign investors in the PRC are prohibited from holding equity interest in an entity providing video production services and are restricted from conducting internet hospital services and value-added telecommunications services under applicable PRC laws and regulations, the Group had in place the Existing Contractual Arrangements which were designed to allow the Company to exercise control over the operations of Mediwelcome Beijing and obtain the economic benefits from Mediwelcome Beijing.

## EXIT OF SHAREHOLDERS

The Company was informed that two registered shareholders of Mediwelcome Beijing, namely Mr. Luo and Tongling Lizhi, no longer wish to hold equity interests in Mediwelcome Beijing due to their respective commercial reasons. Prior to the Exit of Shareholders, Mr. Luo and Tongling Lizhi held 1.48% and 1.47% interest of Mediwelcome Beijing, respectively. The Exit of Shareholders was completed on 25 December 2024. Neither Mr. Luo nor Tongling Lizhi is a connected person of the Company under Chapter 14A of the Listing Rules.

Following the Exit of Shareholders, the Remaining Shareholders' shareholdings in Mediwelcome Beijing were adjusted proportionally and their respective shareholdings are as follow:

| <b>Name of shareholders</b>   | <b>Percentage of shareholding</b> |
|---|-----------------------------------|
| Mr. Shi Wei   | 32.22%                            |
| Mr. Yang Weimin   | 20.14%                            |
| Ms. Yan Jing  | 20.14%                            |
| Mr. Wang Liang  | 9.13%                             |
| Tianjin Defeng Qixiang Business Management Consulting Limited Liability Partnership* (天津德豐啟祥企業管理諮詢有限合夥企業) | 6.43%                             |
| Ningbo Yurongsheng Equity Investment Co., Ltd.* (寧波昱融晟股權投資有限公司)   | 5.95%                             |
| Tianjin Dongyuan Heyi Business Management Consulting Limited Liability Partnership* (天津東元禾宜企業管理諮詢有限合夥企業)  | 5.61%                             |
| Tianjin Qixing Heyi Management Consulting Co., Ltd.* (天津啟興和宜企業管理諮詢有限公司)                                   | 0.38%                             |

After the Exit of Shareholders, the Remaining Shareholders remained to be bound by the Existing Contractual Arrangements. The Remaining Shareholders (and their successors) have continued to undertake that, subject to the relevant laws and regulations, they must return to the Company any consideration they received in the event that the Company acquires the shares of Mediwelcome Beijing when terminating the Existing Contractual Arrangements.

After the Exit of Shareholders, the financial results of Mediwelcome Beijing will continue to be accounted for and consolidated into the Company's financial statements as if it was a subsidiary of the Group. The Company has confirmed with its auditors on such accounting treatment.

## **IMPLICATIONS UNDER THE LISTING RULES**

As advised and confirmed by the Company's PRC advisor, the Exit of Shareholders did not constitute a change to the terms and conditions of the Existing Contractual Arrangements, and there were no changes to both the relevant laws and regulations governing the restrictions or prohibitions in the PRC for foreign investment in the Company's Business. The Directors believes that, after the Exit of Shareholders, the Existing Contractual Arrangements will continue to be narrowly tailored to achieve the Company's business purpose and minimize the potential conflict with relevant laws and regulations in accordance with chapter 4.1 of the Guide for New Listing Applicant (formerly Guidance Letter 77-14) issued by the Stock Exchange.

Since some of the registered shareholders of Mediwelcome Beijing are connected persons to the Company, the Existing Contractual Arrangements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. At the time of Listing, the Company sought, and the Stock Exchange granted, the IPO Waiver in connection with the continuing connected transaction, details of which are disclosed in the section headed "Connected Transaction" in the Prospectus.

Since there has been no change to the Existing Contractual Arrangements and the Existing Contractual Arrangements will continue to be narrowly tailored to achieve the Company's business purpose and minimize the potential conflict with relevant laws and regulations after the Exit of Shareholders, the Company sought, and the Stock Exchange has confirmed that the IPO Waiver will continue to apply to the Existing Contractual Arrangement and no further waiver would be required for the Exit of Shareholders.

## **DEFINITIONS**

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

|               |  |
|---------------|--|
| "Board"       | the board of Directors   |
| "Business"    | the Company's provision of integrated healthcare marketing solutions for cardiovascular diseases, including providing internet hospital services which involve video production services and value-added telecommunications services |
| "Company"     | Mediwelcome Healthcare Management & Technology Inc., an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2159)        |
| "Director(s)" | the director(s) of the Company   |

|                                     |  |
|-------------------------------------|--|
| “Existing Contractual Arrangements” | the contractual arrangements including (i) Exclusive Business Cooperation Agreement, (ii) Exclusive Option Agreement, (iii) Equity Pledge Agreement, and (iv) Shareholders’ Rights Proxy Agreement, details of which are described in the section headed “Contractual Arrangements” of the Prospectus  |
| “Exit of Shareholders”              | the exit of Mr. Luo and Tongling Lizhi as the registered shareholders of Mediwelcome Beijing under the Existing Contractual Arrangements by way of capital reduction   |
| “Group”                             | the Company and its subsidiaries, together with Mediwelcome Beijing and its subsidiaries   |
| “Hong Kong”                         | Hong Kong Special Administrative Region of the PRC   |
| “IPO Waiver”                        | the waiver granted by the Stock Exchange to the Company from strict compliance with (i) announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Existing Contractual Arrangements, (ii) the requirement of setting maximum aggregate annual values (i.e. an annual cap) for the fees payable to the Group under the Existing Contractual Arrangements, and (iii) the requirement of limiting the term of the Existing Contractual Arrangements to three years or less, for so long as the shares of the Company are listed on the Stock Exchange, subject to certain conditions, details of which are disclosed in the section headed “Connected Transaction” in the Prospectus |
| “Listing”                           | the listing of the Shares on the Main Board of the Stock Exchange  |
| “Listing Rules”                     | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Mediwelcome Beijing”               | Mediwelcome Beijing Healthcare Technology Co., Ltd.* (北京麥迪衛康醫療科技有限公司), a company established under the laws of the PRC with limited liability on 11 September 2000 and one of the Company’s PRC operating entities   |
| “Mr. Luo”                           | Mr. Luo Shuai (羅帥)   |
| “PRC”                               | the People’s Republic of China   |
| “Prospectus”                        | the prospectus of the Company dated 31 December 2020   |

|                          |  |
|--------------------------|--|
| “Remaining Shareholders” | the remaining shareholders of Mediwelcome Beijing after the Exit of Shareholders   |
| “Shareholder(s)”         | holder(s) of the Share(s)  |
| “Shares”                 | ordinary share(s) of the Company of HK\$0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company |
| “Stock Exchange”         | The Stock Exchange of Hong Kong Limited  |
| “Tongling Lizhi”         | Tongling Lizhi Equity Investment Co., Ltd.* (銅陵勵志投資有限公司), a company established under the laws of the PRC and is owned as to 70% and 30% by Ms. Gao Guangli (高光麗) and Mr. Huang Zhiguo (黃志國), respectively   |
| “%”                      | per cent   |

\* *For identification purposes only*

By order of the Board  
**Mediwelcome Healthcare Management & Technology Inc.**  
**Shi Wei**  
*Chairman and Executive Director*

Hong Kong, 31 December 2024

*As at the date of this announcement, the executive Directors are Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang and Ms. Liu Guijin; the non-executive Director is Mr. Liu Xia; and the independent non-executive Directors are Mr. Song Ruilin, Mr. David Zheng Wang and Mr. Yang Xiaoxi.*