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**ANSELME LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*



**HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED**

**華康生物醫學控股有限公司**

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

**(Stock code: 8622)**

**JOINT ANNOUNCEMENT**

**(1) COMPLETION OF SALE AND PURCHASE OF THE SALE SHARES  
IN HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED;**

**(2) MANDATORY UNCONDITIONAL CASH OFFERS BY**



**FOR AND ON BEHALF OF ANSELME LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF AND  
TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF  
HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT); AND**

**(3) RESUMPTION OF TRADING**

*Joint financial advisers to the Offeror*



## **THE SALE AND PURCHASE AGREEMENT**

The Board was informed that on 9 October 2025, the Offeror (as purchaser) and the Vendor (as vendor) entered into the Sale and Purchase Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Offeror conditionally agreed to acquire, the full legal and beneficial title and interest in the Sale Shares, being 138,672,000 Shares, representing approximately 27.71% of the total issued share capital of the Company as at the date of this joint announcement, at a total consideration of HK\$17,472,672.00, which is equivalent to HK\$0.126 per Sale Share.

Completion took place on the Completion Date (being immediately upon signing of the Sale and Purchase Agreement on 9 October 2025) pursuant to the terms and conditions of the Sale and Purchase Agreement after the conditions precedent under the Sale and Purchase Agreement being fulfilled or waived. Upon Completion, the Sale Shares have been transferred to the Offeror.

## **MANDATORY UNCONDITIONAL CASH OFFERS**

Immediately prior to Completion, the Offeror directly and beneficially owned 120,752,000 Shares, representing approximately 24.13% of the total issued share capital of the Company. Immediately following Completion and as at the date of this joint announcement, the Offeror, Dr. Zhou and the parties acting in concert with any of them are interested in a total of 259,424,000 Shares, representing approximately 51.84% of the total issued share capital of the Company. Save for the above, none of the Offeror, Dr. Zhou and the parties acting in concert with any of them was interested in any other Shares and Share Options. Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offers (i) to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it); and (ii) to cancel all the outstanding Share Options.

Kingston CF and Capital 9 have been appointed as the Joint Financial Advisers to the Offeror in respect of the Offers. The Offers will be made by Kingston Securities for and on behalf of the Offeror and in compliance with the Takeovers Code, to acquire all the Offer Shares and to cancel all the outstanding Share Options on terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

As at the date of this joint announcement, the Company has (i) a total of 500,472,000 Shares in issue; and (ii) 19,504,000 outstanding Share Options conferring rights to subscribe for 19,504,000 new Shares with exercise price of HK\$0.125 per Share Option. Save for the Share Options mentioned above, the Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares as at the date of this joint announcement.

## **PRINCIPAL TERMS OF THE OFFERS**

Kingston Securities will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make the Offers on the following basis:

### **The Share Offer**

**For each Offer Share. . . . .HK\$0.126 in cash**

The Share Offer Price of HK\$0.126 per Offer Share under the Share Offer is equal to the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

### **The Option Offer**

**For each Share Option . . . . .HK\$0.001 in cash**

The Option Offer Price will be the see-through price which represents the amount by which the Share Offer Price exceeds the exercise price of the relevant Share Options.

The Share Offer will be extended to all Offer Shareholders and the Option Offer will be extended to all Offer Optionholders (whether their respective Share Options are vested or not) in accordance with the Takeovers Code. Following acceptance of the Option Offer, the Share Options together with all rights attaching thereto will be entirely cancelled and renounced. The Offer Shares to be acquired under the Share Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of despatch of the Composite Document.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend, the record date of which falls before the expected date of despatch of the Composite Document and which is not paid; (ii) it has not declared any dividend, the record date of which falls on or after the expected date of despatch of the Composite Document; and (iii) it does not have any intention to make, declare or pay any future dividend/make other distributions until the close of the Offer.

The Offers will be unconditional in all respects when made, and will not be conditional upon any minimum level of acceptances being received or any other conditions.

### **Value of the Offers**

As at the date of this joint announcement, the Company has 500,472,000 Shares in issue and 19,504,000 outstanding Share Options.

Assuming no Share Options have been exercised prior to the close of the Offers, there will be 500,472,000 issued Shares. Excluding the 259,424,000 Shares held by the Offeror upon Completion, and assuming no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, (a) 241,048,000 Shares (representing approximately 48.16% of the total issued share capital of the Company as at the date of this joint announcement) will be subject to the Share Offer and the value of the Share Offer will be HK\$30,372,048.00; and (b) the total consideration required to satisfy the cancellation of all the outstanding Share Options will be HK\$19,504.00.

Assuming all Share Options have been exercised prior to the close of the Offers, there will be 519,976,000 issued Shares. Excluding the 259,424,000 Shares held by the Offeror upon Completion, and assuming no other change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, (a) 260,552,000 Shares will be subject to the Share Offer and the value of the Share Offer will be HK\$32,829,552.00; and (b) the total consideration required to satisfy the cancellation of all the outstanding Share Options will be nil.

On the basis of full acceptance of the Offers, the maximum cash consideration payable by the Offeror under the Offers (assuming no Share Options have been exercised prior to the close of the Offers) would be HK\$30,391,552.00 and the maximum cash consideration payable by the Offeror under the Offers (assuming all Share Options have been exercised prior to the close of the Offers) would be HK\$32,829,552.00.

#### **Confirmation of financial resources**

The Offeror intends to finance and satisfy the consideration payable under (i) the Sale and Purchase Agreement by internal resources; and (ii) the Offers by the Loan Facility provided by Kingston Securities pursuant to the Facility Agreement. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror (including the Sale Shares) and all the Offer Shares that may be acquired by the Offeror pursuant to the Offers as collateral throughout the term of the Loan Facility.

Kingston CF, being one of the Joint Financial Advisers to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the consideration for the consideration payable by the Offeror upon full acceptance of the Offers.

## **INDEPENDENT BOARD COMMITTEE**

Pursuant to Rules 2.1 and 2.8 of the Takeovers Code, the Independent Board Committee, comprising all of the non-executive Directors, namely, Dr. Bu Su, Dr. Xu Ming, Dr. Chow Kwok Fai Joseph, Ms. Wang Yachun and Mr. Tsui Wing Tak, who have no direct or indirect interest in the Offers, has been established to make recommendations to the Offer Shareholders and Offer Optionholders as to whether the Share Offer and the Option Offer are fair and reasonable and as to the acceptance of the Share Offer and the Option Offer.

## **INDEPENDENT FINANCIAL ADVISER**

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee, the Offer Shareholders and the Offer Optionholders in connection with the Offers and as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the Independent Financial Adviser is appointed. The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document and be jointly despatched by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the requirements of the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) the terms of the Offers; (ii) the recommendation from the Independent Board Committee to the Offer Shareholders and the Offer Optionholders; and (iii) the advice from the Independent Financial Adviser in respect of the Offers, together with the Form(s) of Acceptance, will be despatched to the Shareholders within 21 days after the date of this joint announcement, being on or before 30 October 2025, or such other date as the Executive may approve. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM of the Stock Exchange was halted with effect from 1:00 p.m. on Thursday, 9 October 2025 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM of the Stock Exchange with effect from 9:00 a.m. on Friday, 10 October 2025.

## **WARNING**

**Offer Shareholders and Offer Optionholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offers. Shareholders, Optionholders and potential investors should exercise caution when dealing in the securities of the Company. If the Shareholders, Optionholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

The Board was informed that on 9 October 2025, the Offeror (as purchaser) and the Vendor (as vendor) entered into the Sale and Purchase Agreement, principal terms of which are summarised below:

### **THE SALE AND PURCHASE AGREEMENT**

The principal terms of the Sale and Purchase Agreement are summarised below:

**Date** 9 October 2025

**Parties** (1) Vendor: Mr. Li King Yeung

(2) Purchaser: Anselme Limited, being the Offeror

### **Sale Share**

Pursuant to the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Offeror has conditionally agreed to acquire, the full legal and beneficial title and interest in the Sale Shares, being 138,672,000 Shares, representing approximately 27.71% of the total issued share capital of the Company as at the date of this joint announcement, free from any and all Encumbrances together with all dividends, benefits and rights attached or accruing thereto at the Completion Date.

### **Consideration**

The Consideration for the Sale Shares is HK\$17,472,672.00 (or HK\$0.126 per Sale Share), which was determined after arm's length negotiations between the Vendor and the Offeror taking into account the unaudited consolidated net asset value per Share as at 30 June 2025, the financial performance and business prospect of the Group.

The Consideration is payable by the Purchaser in full upon Completion.

## **Conditions precedent**

Completion is subject to the satisfaction (or waiver by the Offeror, where applicable) of the following conditions precedent on or before the Long Stop Date:

- (a) (i) the listing of the Shares on the Stock Exchange not having been cancelled or withdrawn; and (ii) the Shares remaining listed and traded on the Stock Exchange at all times from the date of the Sale and Purchase Agreement on or before the Completion Date (except for any temporary suspension of trading for a period not exceeding seven consecutive trading days on the Stock Exchange or such other period as may be agreed by the Purchaser in writing or in connection with the transactions under the Sale and Purchase Agreement);
- (b) no material adverse change in the business, finances, operations or assets of the Group after the signing of the Sale and Purchase Agreement;
- (c) the warranties given by the Vendor under the Sale and Purchase Agreement having remained true and accurate and not misleading at all times as at the date of the Sale and Purchase Agreement and the Completion Date; and
- (d) neither the SFC nor Stock Exchange has raised any written objection to the Sale and Purchase Agreement and the sale and purchase of the Sale Shares contemplated thereunder, and/or the continued listing of such listed shares, and has confirmed that they have no further comments on this joint announcement, in each case prior to the Completion Date.

If any of the above conditions are not fulfilled or waived on or before the Long Stop Date, the Sale and Purchase Agreement shall be terminated and no party to the Sale and Purchase Agreement shall have any liabilities and obligations to the other parties, save in respect of any antecedent breaches of the Sale and Purchase Agreement.

At the date of this joint announcement, all of the conditions have been satisfied.

## **Completion**

Completion took place on the Completion Date, being immediately upon signing of the Sale and Purchase Agreement by the Offeror.

Immediately prior to Completion, the Vendor held, in aggregate, 138,672,000 Shares, representing approximately 27.71% of the total issued share capital of the Company as at the date of this joint announcement. Upon Completion, the Vendor ceases to hold any Shares.

## MANDATORY UNCONDITIONAL CASH OFFERS

As at the date of this joint announcement and immediately prior to Completion, the Offeror directly and beneficially owned 120,752,000 Shares, representing approximately 24.13% of the total issued share capital of the Company. The Offeror acquired these 120,752,000 Shares on 1 September 2025 at HK\$0.126 per Share, amounting to an aggregate of HK\$15,214,752.00.

Immediately following Completion and as at the date of this joint announcement, the Offeror, Dr. Zhou and the parties acting in concert with any of them are interested in a total of 259,424,000 Shares, representing approximately 51.84% of the total issued share capital of the Company. Save for the above, none of the Offeror, Dr. Zhou and the parties acting in concert with any of them was interested in any other Shares and Share Options. Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offers (i) to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the parties acting in concert with it); and (ii) to cancel all the outstanding Share Options.

Kingston Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offers to acquire all the Offer Shares and to cancel all the outstanding Share Options on terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

As at the date of this joint announcement, the Company has (i) a total of 500,472,000 Shares in issue; and (ii) 19,504,000 outstanding Share Options conferring rights to subscribe for 19,504,000 new Shares with exercise price of HK\$0.125 per Share Option. Save for the Share Options mentioned above, the Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

## PRINCIPAL TERMS OF THE OFFERS

Kingston Securities will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make the Offers on the following basis:

### The Share Offer

**For each Offer Share. . . . . HK\$0.126 in cash**

The Share Offer Price of HK\$0.126 per Offer Share under the Share Offer is equal to the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement. The Offer Shares to be acquired under the Share Offer shall be fully paid and free and clear of any lien and together with all rights attaching to them, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of the despatch of the Composite Document.

As at the date of this joint announcement, no outstanding dividend declared by the Company remains unpaid, and it is advised by the Board that the Company has no intention to make, declare or pay any future dividend or make other distributions until after the close of the Share Offer.

### **The Option Offer**

**For each Share Option . . . . . HK\$0.001 in cash**

The Option Offer Price will be the see-through price which represents the amount by which the Share Offer Price exceeds the exercise price of the relevant Share Options.

The Share Offer will be extended to all Offer Shareholders and the Option Offer will be extended to all Offer Optionholders (whether their respective Share Options are vested or not) in accordance with the Takeovers Code. Following acceptance of the Option Offer, the Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

The Offers will be unconditional in all respects when made, and will not be conditional upon any minimum level of acceptances being received or any other conditions.

### **Comparison of value**

The Share Offer Price of HK\$0.126 per Offer Share represents:

- (i) a discount of approximately 68.10% to the closing price of HK\$0.395 per Share as quoted on the Stock Exchange on the date of this joint announcement;
- (ii) a discount of approximately 68.18% to the average closing price of HK\$0.396 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the date of this joint announcement;
- (iii) a discount of approximately 68.34% to the average closing price of approximately HK\$0.398 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the date of this joint announcement;
- (iv) a discount of approximately 68.26% to the average closing price of HK\$0.397 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the date of this joint announcement;

- (v) a premium of approximately 7.69% over the audited consolidated net assets per Share of approximately HK\$0.117 as at 31 December 2024, which was calculated based on the Group's audited consolidated net assets of approximately RMB54,048,000 (equivalent to approximately HK\$58,364,649) as at 31 December 2024 and 500,472,000 Shares in issue as at the date of this joint announcement; and
- (vi) a premium of approximately 10.53% over the unaudited consolidated net assets per Share of approximately HK\$0.114 as at 30 June 2025, which was calculated based on the Group's unaudited consolidated net assets of approximately RMB52,061,000 (equivalent to approximately HK\$57,087,560) as at 30 June 2025 and 500,472,000 Shares in issue as at the date of this joint announcement.

### **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the commencement of the offer period (as defined under the Takeovers Code) and up to and including (i) the date of this joint announcement were HK\$0.445 per Share (on 8 May 2025) and HK\$0.295 per Share (on 9 April 2025, 10 April 2025, 11 April 2025, 14 April 2025 and 16 April 2025), respectively; and (ii) the last trading day prior to the date of this joint announcement were HK\$0.445 per Share (on 8 May 2025) and HK\$0.295 per Share (on 9 April 2025, 10 April 2025, 11 April 2025, 14 April 2025 and 16 April 2025), respectively.

### **Value of the Offers**

As at the date of this joint announcement, the Company has a total of 500,472,000 Shares in issue and 19,504,000 outstanding Share Options.

Assuming no Share Options have been exercised prior to the close of the Offers, there will be 500,472,000 issued Shares. Excluding the 259,424,000 Shares held by the Offeror upon Completion, and assuming no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, (a) 241,048,000 Shares (representing approximately 48.16% of the total issued share capital of the Company as at the date of this joint announcement) will be subject to the Share Offer and the value of the Share Offer will be HK\$30,372,048.00; and (b) the total consideration required to satisfy the cancellation of all the outstanding Share Options will be HK\$19,504.00.

Assuming all Share Options have been exercised prior to the close of the Offers, there will be 519,976,000 issued Shares. Excluding the 259,424,000 Shares held by the Offeror upon Completion; and assuming no other change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers, (a) 260,552,000 Shares will be subject to the Share Offer and the value of the Share Offer will be HK\$32,829,552.00; and (b) the total consideration required to satisfy the cancellation of all the outstanding Share Options will be nil.

On the basis of full acceptance of the Offers, the maximum cash consideration payable by the Offeror under the Offers (assuming no Share Options have been exercised prior to the close of the Offers) would be HK\$30,391,552.00 and the maximum cash consideration payable by the Offeror under the Offers (assuming all Share Options have been exercised prior to the close of the Offers) would be HK\$32,829,552.00.

### **Confirmation of financial resources**

The Offeror intends to finance and satisfy the consideration payable under (i) the Sale and Purchase Agreement by internal resources; and (ii) the Offers by the Loan Facilities provided by Kingston Securities pursuant to the Facility Agreement. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror, the Sale Shares and all the Offer Shares that may be acquired by the Offeror pursuant to the Offers as collateral throughout the term of the Loan Facility.

Kingston CF, being one of the Joint Financial Advisers to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the consideration for the consideration payable by the Offeror upon full acceptance of the Offers.

### **Effect of accepting the Offers**

By accepting the Share Offer, the Offer Shareholders will sell their tendered Shares to the Offeror which shall be fully paid and free and clear of any lien and together with all rights attaching to them, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of despatch of the Composite Document. As at the date of this joint announcement, no outstanding dividend declared by the Company remains unpaid, and it is advised by the Board that the Company has no intention to make, declare or pay any future dividend or make other distributions until after the close of the Share Offer.

By accepting the Option Offer, the Offer Optionholders will agree to the cancellation of their tendered Options and all rights attached thereto with effect from the date on which the Option Offer is made, being the date of despatch of the Composite Document.

Acceptances of the Offers will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

### **Validity of Share Options upon close of the Offers**

Pursuant to the 2020 Share Option Scheme, if the Share Offer becomes or is declared unconditional, the Optionholders of the 2020 Share Option Scheme shall be entitled to exercise their Share Options (to the extent not already exercised) at any time thereafter and up to the close of such offer and after which the Share Options shall lapse automatically. All the Share Options are vested and exercisable in whole or in part from the date of acceptance for a period of ten years from the date of grant on 9 April 2020.

## **Hong Kong stamp duty**

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Share Offer will be payable by the relevant Offer Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptance of the Share Offer, whichever is higher, and the amount of such duty will be deducted from the amount payable by the Offeror to such person on acceptance of the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the Offer Shareholders who accept the Share Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the Option Offer.

## **Payment**

Payment in cash in respect of acceptance of the Offers will be made as soon as possible but in any event no later than seven (7) business days (as defined in the Takeovers Code) after the date on which the duly completed Form(s) of Acceptance and the relevant documents of title of the Shares or the Share Options (as the case may be) are received by the Offeror (or its agent) to render each such acceptance under the Offers complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a Hong Kong cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offers will be rounded up to the nearest Hong Kong cent.

## **Taxation advice**

Offer Shareholders and Offer Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with it, the Company, Kingston Securities, Kingston CF and Capital 9 and (as the case may be) their respective ultimate beneficial owners, directors, officers, agents, associates, professional advisers or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

## **Availability of the Offers**

The Offeror intends to make the Offers available to all Offer Shareholders and Offer Optionholders, including the Overseas Shareholders and Overseas Optionholders. However, the Offers to persons not resident in Hong Kong may be affected by the laws and regulations of the relevant jurisdiction in which they are resident. The making of the Offers to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. Overseas Shareholders and/or Overseas

Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should fully observe any applicable legal or regulatory requirements and, where necessary, seek independent legal advice. It is the responsibilities of Overseas Shareholders and the Overseas Optionholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders and/or Overseas Optionholders in respect of such jurisdictions).

If the receipt of the Composite Document by the Overseas Shareholder and/or Overseas Optionholder is prohibited by any applicable laws and regulations and may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Composite Document, subject to the Executive's consent, may not be despatched to such Overseas Shareholder and/or Overseas Optionholder. In those circumstances, the Offeror will apply for any waivers as may be required pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

**Any acceptance by the Overseas Shareholders and/or Overseas Optionholders will be deemed to constitute a representation and warranty from such Overseas Shareholders and/or Overseas Optionholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be valid and binding in accordance with all applicable laws. Overseas Shareholders and/or Overseas Optionholders should consult their respective professional advisers if in doubt.**

## **DEALING AND INTERESTS IN THE COMPANY'S SECURITIES**

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for the Sale Shares and the 120,752,000 Shares acquired by the Offeror or Dr. Zhou prior to Completion, none of the Offeror, Dr. Zhou and parties acting in concert with any one of them owned or had control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (ii) save for the Sale Shares and the 120,752,000 Shares acquired by the Offeror at HK\$0.126 per Share, amounting to an aggregate of HK\$15,214,752.00 prior to Completion, none of the Offeror, Dr. Zhou and parties acting in concert with any one of them had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six-month period preceding the commencement of the offer period (as defined under the Takeovers Code);
- (iii) save for the Sale and Purchase Agreement and the Facility Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offers;

- (iv) neither the Offeror, Dr. Zhou nor any person acting in concert with any one of them has received any irrevocable commitment to accept the Offers;
- (v) save for the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, Dr. Zhou or any person acting in concert with any one of them, is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a pre-condition or a condition to the Offers;
- (vi) neither the Offeror, Dr. Zhou nor any person acting in concert with any one of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (vii) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror, Dr. Zhou or any person acting in concert with any one of them;
- (viii) save for the consideration for the Sale Shares paid by the Offeror to the Vendor under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, Dr. Zhou and any parties acting in concert with any one of them to the Vendor and any parties acting in concert with him in connection with the sale and purchase of the Sale Shares under the Sale and Purchase Agreement;
- (ix) save for the Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, Dr. Zhou and/or any parties acting concert with any one of them on the one hand, and the Vendor and any parties acting in concert with him on the other hand; and
- (x) save for the Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder; and (2) the Offeror, Dr. Zhou and any party acting in concert with any one of them.

The Company confirms that as at the date of this joint announcement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeover Code) between (1) any Shareholder; and (2) the Company, its subsidiaries or associated companies (as defined in the Takeovers Code).

**The Offer Shareholders and the Offer Optionholders are reminded to read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offers and as to acceptance that will be included in the Composite Document before deciding whether or not to accept the Offers.**

## INFORMATION ON THE GROUP

The Company is an exempt company incorporated in the Cayman Islands with limited liability on 13 December 2018, the Shares of which are listed on GEM of the Stock Exchange. The Group is (a) a medical device group specialised in the research and development, manufacture and sale of a wide range of in-vitro diagnostic (“IVD”) reagents and auxiliary reproductive supplies and equipment in the PRC. The Group has diversified its business to healthcare products and supplements in the PRC, Hong Kong and Canada. As at the date of this joint announcement, the Group has a total of 31 biological reagents, including 28 male fertility IVD reagents, 2 parasite antibody detection reagents, and 1 Epstein-Barr virus antibody detection reagent; and (b) research and development and sales of women’s health products, including female reproductive system solutions, health foods and antibacterial products.

## FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the financial information of the Group for (i) the two years ended 31 December 2023 and 2024 as extracted from the annual reports of the Company for the years ended 31 December 2023 and 2024; and (ii) the unaudited financial information of the Group for the six months ended 30 June 2025:

	<b>For the year ended</b>		<b>For the six months</b>	
	<b>31 December</b>		<b>ended 30 June</b>	
	<b>2023</b>	<b>2024</b>	<b>2024</b>	<b>2025</b>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
Revenue	24,629	25,359	11,918	12,329
Loss before taxation	(5,782)	(4,158)	(1,779)	(2,369)
Loss for the year attributable to owners of the Company/Loss for the period	(5,782)	(4,158)	(1,779)	(2,369)
	<b>As at 31 December</b>		<b>As at 30 June</b>	
	<b>2023</b>	<b>2024</b>	<b>2024</b>	<b>2025</b>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
Net assets	51,019	54,048	56,497	52,061



Dr. Zhou Xunyong, aged 50, is an entrepreneur and researcher with over 6 years of experience in biotechnology and health innovation. Dr. Zhou's main topic of research is enzyme-based theory for food products, cosmetics, daily chemicals and tea, and held over 20 patents as at the date of this joint announcement. He has published many research papers on enzyme-based theory in international academic journals and conferences as well as authored a book with the title of “酶基免疫平衡”. Dr. Zhou is principally engaged in the development in biological enzyme solutions and cell therapy technologies through Nanjing Hezhen Holding Group Co., Ltd.\* (南京和臻控股集團有限公司), which is principally engaged in using healthcare generative pre-training transformer and enzyme therapy knowledge to co-create a sharing platform to provide customers with a new generation of health solutions and its 70%-owned subsidiary, Changsha Kerong Health Technology Co., Ltd.\* (長沙可容健康科技股份有限公司), which is principally engaged in digital health services to customers, which has established a health service team with medical experts, product experts and service experts as the core, and features artificial intelligence to provide users with health education, health consultation, and health management services. Dr. Zhou also owns 99% equity interest in Nanjing Zhencui Holding Group Co., Ltd.\* (南京臻萃控股集團有限公司), which has a wholly-owned subsidiary, Zhencui (Jiangsu) Enzyme Technology Development Co., Ltd.\* (臻萃(江蘇)酶科技發展有限公司) that operates a research and production plant for enzymes based products in Suqian City, Jiangsu Province, the PRC.

Dr. Zhou graduated from Tianjin University (天津大學) of the PRC with a Bachelor of Engineering degree majoring in business administration in December 2002 and Fudan University (復旦大學) of the PRC with a Master of Laws degree in January 2011. Dr. Zhou subsequently obtained his Doctorate degree in Business Administration from the Université Nice Sophia Antipolis in Nice, France in December 2016. He is currently the honorary chairman of the Vaccine and Immune Health Branch of the Liaoning Immunology Society (遼寧省免疫學會疫苗和免疫健康分會名譽主任委員) and a member of the National Enzyme Engineering and Fermentation Engineering Professional Committee (全國酶工程和發酵工程專業委員會委員).

As at the date of this joint announcement, the Offeror and Dr. Zhou are substantial shareholders of the Company.

## **THE OFFEROR'S INTENTION ON THE GROUP**

Following the close of the Offers, it is the intention of the Offeror that the Group will continue with its existing principal business. The Offeror does not intend to introduce any major changes to the existing operations and business of the Group immediately after close of the Offers and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary course of business.

\* *For identification purpose only*

Nevertheless, following the close of the Offers, the Offeror will conduct a detailed review on the existing principal operations and business, and the financial position of the Group for the purpose of formulating business plans and strategies for the Group's long-term business development and will explore other business opportunities for the Group. Subject to the results of the review, and should suitable investment or business opportunities arise, the Offeror may consider whether any assets and/or business acquisitions or disposals by the Group will be appropriate in order to enhance its growth. Any acquisition or disposal of the assets or business of the Group, if any, will be in compliance with the GEM Listing Rules.

As at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

Save for the proposed change(s) to the composition of the Board as mentioned below at a time no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate, as at the date of this joint announcement, the Offeror has no intention to make material changes to the employment of the employees of the Group. However, the Offeror reserves the right to make any changes that they deem necessary or appropriate to the benefit of the Group.

#### **PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY**

As at the date of this joint announcement, the Board comprises Ms. Zhang Yujing (Chairman), Mr. Zhang Chunguang and Mr. Poon Lai Yin Michael (Compliance Officer) as executive Directors; Dr. Bu Su and Dr. Xu Ming as non-executive Directors; and Dr. Chow Kwok Fai Joseph, Ms. Wang Yachun, and Mr. Tsui Wing Tak as independent non-executive Directors.

No Directors will resign before the close of the Offers. It is the intention of the Offeror that new directors will be nominated to the Board after the despatch of the Composite Document and the existing Director, namely, Dr. Chow Kwok Fai Joseph will resign from the Board at a time no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate. As at the date of this joint announcement, the Offeror has not reached any final decision as to who will be nominated as new director(s) of the Company. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and the GEM Listing Rules and further announcement(s) will be made as and when appropriate. Further announcement(s) will be made upon any changes to the composition to the Board in compliance with the Takeovers Code and the GEM Listing Rules as and when appropriate.

#### **PUBLIC FLOAT AND MAINTENANCE OF THE LISTING STATUS OF THE COMPANY**

The Offeror intends to maintain the listing of the Shares on GEM of the Stock Exchange after the close of the Offers. The Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

The Offeror and the new Directors to be appointed to the Board (if any) will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares, which may include but not limited to placing down of sufficient number of accepted Shares by the Offeror and/or issue of additional Shares by the Company for this purpose. No arrangements have been confirmed or put in place as at the date of this joint announcement. Further announcement(s) will be made in accordance with the requirements of the GEM Listing Rules and the Takeovers Code as and when appropriate.

#### **INDEPENDENT BOARD COMMITTEE**

Pursuant to Rules 2.1 and 2.8 of the Takeovers Code, the Independent Board Committee, comprising all of the non-executive Directors, namely, Dr. Bu Su, Dr. Xu Ming, Dr. Chow Kwok Fai Joseph, Ms. Wang Yachun and Mr. Tsui Wing Tak, who have no direct or indirect interest in the Offers, has been established to make recommendations to the Offer Shareholders and Offer Optionholders as to whether the Share Offer and the Option Offer are fair and reasonable and as to the acceptance of the Share Offer and the Option Offer.

#### **INDEPENDENT FINANCIAL ADVISER**

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee, the Offer Shareholders and the Offer Optionholders in connection with the Offers and as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the Independent Financial Adviser is appointed. The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

#### **DESPATCH OF COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document and be jointly despatched by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the requirements of the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) the terms of the Offers; (ii) the recommendation from the Independent Board Committee to the Offer Shareholders and the Offer Optionholders; and (iii) the advice from the Independent Financial Adviser in respect of the Offers, together with the Form(s) of Acceptance, will be despatched to the Shareholders within 21 days after the date of this joint announcement, being on or before 30 October 2025, or such other date as the Executive may approve. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

**The Offer Shareholders and the Offer Optionholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Offer Shareholders in respect of the Share Offer and to the Offer Optionholders in respect of the Option Offer, before deciding whether or not to accept the Share Offer and/or the Option Offer.**

## **DISCLOSURE OF DEALINGS**

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company and the Offeror (including persons who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM of the Stock Exchange was halted with effect from 1:00 p.m. on Thursday, 9 October 2025 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM of the Stock Exchange with effect from 9:00 a.m. on Friday, 10 October 2025.

## WARNING

**Offer Shareholders and Offer Optionholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offers. Shareholders, Optionholders and potential investors should exercise caution when dealing in the securities of the Company. If the Shareholders, Optionholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

## DEFINITIONS

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

“2020 Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 13 January 2020
“acting in concert”	has the meaning ascribed to it under the Takeovers Code and “concert parties” shall be construed accordingly
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“Capital 9”	Capital 9 Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being one of the Joint Financial Advisers to the Offeror in respect of the Offers
“Company”	Huakang Biomedical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8622)
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Sale and Purchase Agreement

“Completion Date”	9 October 2025, being the date on which the last of the Conditions is fulfilled (or otherwise waived in accordance with the Sale and Purchase Agreement, where applicable), which was immediately upon signing of the Sale and Purchase Agreement by the Offeror, and on which Completion actually occurs in accordance with the Sale and Purchase Agreement
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Offer Shareholders and Offer Optionholders in connection with the Offers in compliance with the Takeovers Code containing, among other things, details of the Offers (accompanied by the forms of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser
“Conditions”	the conditions precedent to Completion, as set out in the section headed “Conditions” in this joint announcement
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	HK\$17,472,672.00, being the purchase price for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“Dr. Zhou”	Dr. Zhou Xunyong, the sole beneficial owner and the sole director of the Offeror
“Encumbrances”	any lien, pledge, encumbrance, charge (fixed or floating), mortgage, third party claim, debenture, option, right of pre-emption, right to acquire, assignment by way of security, trust arrangement for the purpose of providing security or other security interests of any kind, including retention arrangements or other encumbrances and any agreement to create any of the foregoing
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director

“Facility Agreement”	the loan facility agreement dated 25 September 2025 entered into by Kingston Securities as the lender, the Offeror as the borrower and Dr. Zhou as guarantor in relation to a guaranteed and secured loan facility, which is secured by all existing Shares owned by the Offeror, the Sale Shares and the Offer Shares to be acquired by the Offeror under the Offers (if any), in the principal amount of up to HK\$33.0 million for financing the settlement of the consideration payable by the Offeror pursuant to the Offers
“Form(s) of Acceptance”	the respective form of acceptance and transfer in respect of the Share Offer and form of acceptance in respect of the Option Offer accompanying the Composite Document
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Board (comprising all of the non-executive Directors, namely Dr. Bu Su, Dr. Xu Ming, Dr. Chow Kwok Fai Joseph, Ms. Wang Yachun, and Mr. Tsui Wing Tak) who have no direct or indirect interest in the Offers, established for the purpose of advising the Offer Shareholders in respect of the Share Offer and the Offer Optionholders in respect of the Option Offer and as to whether the Offers are fair and reasonable and as to acceptance of the Offers pursuant to Rules 2.1 and 2.8 of the Takeovers Code
“Independent Financial Adviser”	the independent financial adviser to be appointed for the purpose of advising the Independent Board Committee, the Offer Shareholders and the Offer Optionholders in respect of the Offers, as to whether the Offers are fair and reasonable, and as to the acceptance of the Offers
“Independent Third Party(ies)”	party(ies) independent of and not connected with the Company and its connected persons

“Joint Financial Advisers”	Kingston CF and Capital 9, the joint financial advisers to the Offeror
“Kingston CF”	Kingston Corporate Finance Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being one of the Joint Financial Advisers to the Offeror in respect of the Offers
“Kingston Securities”	Kingston Securities Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO, being the agent making the Offers for and on behalf of the Offeror
“Loan Facility”	the loan facility granted by Kingston Securities as lender to the Offeror as borrower in an aggregate amount of up to HK\$33.0 million for the financing of the Offers in accordance with the Facility Agreement
“Long Stop Date”	31 October 2025 (or such other date as may be agreed by the parties in writing)
“Offer Optionholder(s)”	holder(s) of Share Option(s), other than the Offeror and parties acting in concert with it
“Offer Share(s)”	all of the issued Share(s), other than those already owned and/or agreed to be acquired by the Offeror, Dr. Zhou and parties acting in concert with any one of them
“Offer Shareholder(s)”	holder(s) of Share(s), other than the Offeror, Dr. Zhou and parties acting in concert with and one of them
“Offeror” or “Purchaser”	Anselme Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Dr. Zhou, both being substantial Shareholders of the Company
“Offers”	the Share Offer and the Option Offer
“Option Offer”	the unconditional mandatory cash offer to be made by Kingston Securities for and on behalf of the Offeror for the cancellation of the Share Options in accordance with the Takeovers Code

“Option Offer Price”	the price at which the Option Offer will be made, which is the “see-through” price, being the amount by which the Share Offer Price exceeds the relevant exercise price of the relevant Share Option, for the cancellation of each Share Option held by the Offer Optionholders
“Optionholder(s)”	Holder(s) of the Share Options
“Overseas Optionholder(s)”	Offer Optionholder(s) whose address(es), as shown on the register of Optionholders of the Company, is/are outside Hong Kong
“Overseas Shareholder(s)”	Offer Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
“PRC”	the People’s Republic of China, which for the purpose of this joint announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Sale and Purchase Agreement”	the sale and purchase agreement dated 9 October 2025 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Shares
“Sale Share(s)”	138,672,000 Shares agreed to be acquired by the Offeror pursuant to the Sale and Purchase Agreement, representing approximately 27.71% of the total number of issued Shares as at the date of this joint announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Offer”	the mandatory unconditional cash offer to be made by Kingston Securities for and on behalf of the Offeror to acquire all the Offer Shares in accordance with the Takeovers Code
“Share Offer Price”	the price of HK\$0.126 per Offer Share payable by the Offeror to the Shareholders for each Offer Share accepted under the Share Offer

“Share Option(s)”	the outstanding share options granted by the Company pursuant to the 2020 Share Option Scheme
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	Mr. Li King Yeung, who held 138,672,000 Shares, representing approximately 27.71% of the total number of issued Shares immediately prior to Completion
“%”	per cent

By order of the Board  
**Anselme Limited**  
**Dr. Zhou Xunyong**  
*Sole Director*

By order of the Board  
**Huakang Biomedical Holdings Company Limited**  
**Zhang Yujing**  
*Chairman and Executive Director*

Hong Kong, 9 October 2025

*As at the date of this joint announcement, Dr. Zhou Xunyong is the sole director of the Offeror. As the sole director of the Offeror, Dr. Zhou Xunyong accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendor and the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this announcement, the Executive Directors are Ms. Zhang Yujing, Mr. Zhang Chunguang and Mr. Poon Lai Yin Michael; the Non-executive Directors are Dr. Bu Su and Dr. Xu Ming; and the Independent Non-executive Directors are Dr. Chow Kwok Fai Joseph, Ms. Wang Yachun and Mr. Tsui Wing Tak. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website 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.huakangbiomedical.com](http://www.huakangbiomedical.com).*