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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Good Fellow Healthcare Holdings Limited (the “**Company**”) will be held on Wednesday, 3 June 2026 at 11:00 a.m. at 3/F, 93-103 Wing Lok Street, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
 - (a) every five (5) issued and unissued ordinary shares of HK\$0.05 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.25 each (each a “**Consolidated Share**”) and every five (5) issued and unissued convertible preference shares of HK\$0.05 each in the share capital of the Company be consolidated into one (1) convertible preference share of HK\$0.25 each (each a “**Consolidated Preference Share**”), and such Consolidated Share(s) or Consolidated Preference Share(s) (as the case may be) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit;
- (c) immediately following the Share Consolidation, the authorised ordinary share capital of the Company be changed from HK\$1,100,000,000 divided into 22,000,000,000 ordinary shares of par value of HK\$0.05 each to HK\$1,100,000,000 divided into 4,400,000,000 ordinary shares of par value of HK\$0.25 each, and the authorised convertible preference share capital of the Company be changed from HK\$400,000,000 divided into 8,000,000,000 convertible preference shares of par value of HK\$0.05 each to HK\$400,000,000 divided into 1,600,000,000 convertible preference shares of par value of HK\$0.25 each; and
- (d) any one director or secretary or the registered office provider be and is hereby authorised severally to take such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents and take all such steps on behalf of the Company, as such director considers necessary, desirable or expedient to give effect to or in connection with the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon (i) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Share Sub-division (as defined below) becoming effective; (ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act; (iii) the registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minutes which approved the Capital Reduction; (iv) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Capital Reduction and the Share Sub-division; and (v) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Share Sub-division, with effect from the date on which the above conditions are fulfilled (the “**Effective Date**”):

- (a) (i) the issued ordinary share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.24 on each of the then issued Consolidated Share of par value of HK\$0.25 each such that the par value of each issued Consolidated Share will be reduced from HK\$0.25 to HK\$0.01; and (ii) the issued convertible preference share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.24 on each of the then issued Consolidated Preference Share of par value of HK\$0.25 each such that the par value of each issued Consolidated Preference Share will be reduced from HK\$0.25 to HK\$0.01 (collectively, the “**Capital Reduction**”);
- (b) immediately after the Capital Reduction becomes effective, (i) each of the authorised but unissued Consolidated Shares of par value HK\$0.25 each be sub-divided into twenty five (25) unissued new shares of the Company of par value HK\$0.01 each (the “**New Shares**”); and (ii) each of the authorised but unissued Consolidated Preference Shares will be sub-divided into twenty five (25) new preference shares of par value of HK\$0.01 each (the “**New Preference Shares**”) (collectively, the “**Share Sub-division**”), such New Shares and New Preference Shares to rank pari passu in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of ordinary shares and the convertible preference shares contained in the memorandum and articles of association of the Company;
- (c) immediately following the Capital Reduction and the Share Sub-division, (i) the authorised ordinary share capital of the Company be changed from HK\$1,100,000,000 divided into 4,400,000,000 ordinary shares of par value of HK\$0.25 each to HK\$1,100,000,000 divided into 110,000,000,000 ordinary shares of par value of HK\$0.01 each; and (ii) the authorised convertible preference share capital of the Company be changed from HK\$400,000,000 divided into 1,600,000,000 convertible preference shares of par value of HK\$0.25 each to HK\$400,000,000 divided into 40,000,000,000 convertible preference shares of par value of HK\$0.01 each;
- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company; and

- (e) any one director or secretary or the registered office provider of the Company be and is hereby authorised severally to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents and take all such steps on behalf of the Company, as such director considers necessary, desirable or expedient to give effect to or in connection with the Capital Reduction or the Share Sub-division.”

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

Hong Kong, 11 May 2026

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205 Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 2101, 21/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of a director, an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Monday, 1 June 2026) before the time appointed for holding the EGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.

5. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so desire and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. For the purpose of determining shareholders' entitlements to attend and vote at the EGM, the transfer books and the register of members of the Company will be closed from Thursday, 28 May 2026 to Wednesday, 3 June 2026 (both days inclusive), during which period no transfer of shares will be effected. The record date for determination of entitlements of the shareholders of the Company to attend and vote at the EGM will be on Wednesday, 3 June 2026. In order to establish the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2026.
8. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or after 7:00 a.m. on Wednesday, 3 June 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

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

This notice, 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 notice 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 notice misleading.

This notice 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.