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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)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
AND
DELAY IN DESPATCH OF CIRCULAR**

Financial adviser to the Company



INCUB Corporate Finance Limited

Placing Agent



萬海證券(香港)有限公司
WANHAI SECURITIES (HK) LIMITED

Wanhai Securities (HK) Limited

Reference is made to the announcement of the Company dated 30 March 2026 (the “**Announcement**”) in relation to the Acquisition and the Placing. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

THE SUPPLEMENTAL PLACING AGREEMENT

On 5 May 2026 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into a supplemental agreement to the Placing Agreement (the “**Supplemental Placing Agreement**”), pursuant to which the Company and the Placing Agent agreed to amend certain terms of the Placing Agreement, the material amendments of which are set out as follows:

- (i) the Placing Price shall be amended from HK\$1.86 to HK\$1.50 per Placing Share (the “**New Placing Price**”);
- (ii) the placing period shall commence since the date of the Placing Agreement and ending on a date within 14 days (instead of three business days) after the date of extraordinary general meeting (the “**EGM**”) or such later date as the Company and the Placing Agent may agree in writing, being the period during which the Placing Agent will seek to effect the Placing; and
- (iii) the Placing Completion shall take place within 14 days (instead of three business days) after the fulfillment of all the conditions precedent set out in the Placing Agreement (or such other date and place as the Company and the Placing Agent may agree in writing).

Save and except for the aforesaid amendments, as well as the timing for other placing arrangements and procedures in connection with the change of timing of the Placing Completion, all the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) remain unchanged and shall continue in full force and effect.

The New Placing Price represents:

- (i) a premium of approximately 0.67% over the closing price of HK\$1.49 per Share as quoted on the Stock Exchange on 5 May 2026, being the date of the Supplemental Placing Agreement;
- (ii) a premium of approximately 1.49% over the average closing price of approximately HK\$1.478 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Supplemental Placing Agreement;
- (iii) no theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of the theoretical diluted price of approximately HK\$1.492 per Share as compared to the benchmarked price of approximately HK\$1.49 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Supplemental Placing Agreement of HK\$1.49 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Supplemental Placing Agreement of HK\$1.478 per Share); and

- (iv) a premium of approximately 250.47% over the Group's audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.428 per Share as at 31 December 2025 (based on a total of 280,000,000 Shares in issue, the Group's audited consolidated net asset value attributable to the Shareholders of approximately RMB105,379,000 as at 31 December 2025 and the exchange rate of HK\$1.00 to RMB0.88).

The New Placing Price was determined with reference to the prevailing market price of the Shares which declined from HK\$2 per Share on the date of the Placing Agreement to HK\$1.49 per Share on the date of the Supplemental Placing Agreement, with the lowest of HK\$1.45 per Share on 20 April 2026 and 22 April 2026 and an average of approximately HK\$1.56 per Share and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the New Placing Price, and the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement), are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

Based on the New Placing Price, subject to the completion of the Placing, and assuming all 65,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing will be HK\$97.50 million, and the net proceeds from the Placing (after deduction of the placing commission and other related costs and expenses) are estimated to be approximately HK\$92.34 million, representing a net issue price of approximately HK\$1.42 per Placing Share. The Company intends that the net proceeds from the Placing will first be applied towards the cash payment of the Consideration in the amount of HK\$91.77 million and the remaining balance of approximately HK\$0.57 million will be applied to support the innovative business of AI medical vertical model development of the Group, such as for the payment of staff related cost, and/or repayment of the Promissory Note, as may be determined by the Board. In the event of an undersubscription of the Placing, the proceeds will be fully allocated towards the cash payment of the Consideration.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcement, a circular (the "**Circular**") containing, among other things, (i) further information on the Acquisition Agreement and the transactions contemplated thereunder; (ii) further information relating to the Placing Agreement and the transactions contemplated thereunder; (iii) financial information on the Target Company; (iv) unaudited pro forma financial information on the Enlarged Group; (v) the Valuation Report; and (vi) a notice convening the EGM is expected to be despatched to the Shareholders on or before 6 May 2026.

As additional time is required to prepare and finalise the contents of the Circular, the despatch date of the Circular and the notice of the EGM is expected to be postponed to a date falling on or before 13 May 2026.

Since the Acquisition Completion and the Placing Completion is subject to the fulfilment of the conditions as described above, the Acquisition and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 5 May 2026

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang and Ms. Deng Chengying; one non-executive Director, namely Mr. Liu Xia; and three independent non-executive Directors, namely Mr. Song Ruilin, Mr. David Zheng Wang and Mr. Chen Huilin.