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Town Health International Medical Group Limited

康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

COMPLETION OF DISCLOSEABLE TRANSACTION:

ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL IN CENTRAL MEDICAL HOLDINGS LIMITED INVOLVING ISSUE OF CONVERTIBLE BONDS UNDER THE GENERAL MANDATE

Reference is made to the announcement of the Company dated 11 July 2022 (the “**Announcement**”) pursuant to Rule 14.07 of the Listing Rules in relation to the Acquisition and the supplemental announcement dated 15 August 2022. Capitalised terms used in this announcement shall have the same meaning ascribed to them in the Announcement.

COMPLETION OF THE ACQUISITION AND ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all Conditions Precedent set out in the Share Purchase Agreement have been fulfilled and that Completion took place on 26 August 2022. Pursuant to the terms of the Share Purchase Agreement, the Company has (i) paid the balance in the amount of HK\$120,000,000 in cash to the Seller and (ii) issued the Convertible Bonds in the aggregate principal amount of HK\$356,000,000 entitling the Seller Nominees to convert at the Conversion Price of HK\$0.76 per Conversion Share (subject to adjustment for certain dilutive events) into a maximum number of 468,421,053 Conversion Shares. The Conversion Shares represent approximately 5.86% of the total number of issued Shares as enlarged by the allotment and issue of the Conversion Shares upon exercise in full of the Conversion Rights attached to the Convertible Bonds.

Following Completion, the Target Group has become an indirect wholly-owned subsidiary of the Company and accordingly, the financial information of the Target Group will be consolidated into the accounts of the Group.

By Order of the Board
Town Health International Medical Group Limited
Jin Zhaogen
Executive Director and Chief Executive Officer

Hong Kong, 26 August 2022

As at the date of this announcement, the executive Directors are Mr. Jin Zhaogen (Chief Executive Officer), Ms. Zhao Xiangke (Chief Financial Officer), Dr. Wong Chi Kit Nelson, Dr. Law Kwan Kin, Dr. Wong Chun Wa, Mr. Ng Ting Chi, Ms. Yao Yuan and Ms. Lau Wai Yee, Susanna; the non-executive Directors are Mr. Kong Dechang (Chairman) and Mr. Hou Jun; and the independent non-executive Directors are Mr. Ho Kwok Wah, George, MH, Mr. Yu Xuezhong, Dr. Xu Weiguo, Mr. Chui Tsan Kit and Mr. Han Wenxin.