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## **Top Eminent Healthcare Group Limited**

**(卓著健康集團有限公司)\***

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

**(Stock Code: 6877)**

# **CANCELLATION OF EXTRAORDINARY GENERAL MEETING AND LAPSE OF THE ACQUISITION**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”), both dated 27 February 2026, issued by Top Eminent Healthcare Group Limited (the “**Company**”) in relation to the proposed acquisition of all the issued shares in Top Eminent II Limited for a total consideration of HK\$100.3 million pursuant to the acquisition agreement dated 26 February 2026 (the “**Acquisition Agreement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

## **CANCELLATION OF EXTRAORDINARY GENERAL MEETING**

As disclosed in the Circular, completion of the Acquisition is conditional upon the fulfilment or waiver (as applicable) of certain conditions precedent, including, among other things, the obtaining of relevant regulatory approvals and the approval of the independent Shareholders of the Company at the EGM, on or before 30 April 2026, being the long stop date (the “**Long Stop Date**”) under the Acquisition Agreement.

As at the date of this announcement, certain conditions precedent to the Acquisition remain outstanding. After due and careful consideration of all relevant circumstances, including the status of the conditions precedent, the regulatory filing process and the overall timing of the Acquisition, the Board is of the view that it is no longer practicable nor appropriate to proceed with the EGM at this juncture.

Accordingly, the Board hereby announces that the EGM scheduled to be held at 10:30 a.m. on Thursday, 30 April 2026 at Suite 5406, 54/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong will be cancelled.

## **LAPSE OF THE ACQUISITION**

As it is expected that the relevant conditions precedent to the Acquisition will not be fulfilled on or before the Long Stop Date, the Acquisition will lapse in accordance with the terms of the Acquisition Agreement and will not proceed further. Following such lapse, no party shall have any claim against the other under the Acquisition Agreement, save for any rights or obligations that may have accrued prior thereto.

The Board does not expect the lapse of the Acquisition to have any material adverse impact on the Group’s existing business operations.

## **FUTURE INTENTIONS**

The Board notes that the lapse of the Acquisition does not alter the Company's long-term strategic direction. The Company will continue to review its strategic options and assess any further steps that may be appropriate in due course, having regard to regulatory developments, prevailing market conditions and the overall timetable of any potential transaction.

Subject to compliance with applicable regulatory requirements, the Company may, where appropriate, explore alternative structures or revised arrangements in relation to the subject matter of the Acquisition. Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules.

By Order of the Board  
**Top Eminent Healthcare Group Limited**  
**Ji Guangfei**  
*Chairman*

Hong Kong, 29 April 2026

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Ji Guangfei (Chairman and Chief Executive Officer), Ms. Li Jiang (Deputy Chairman) and Mr. Zhang Huanping; three Non-Executive Directors, namely Mr. Li Jiong, Mr. Yuan Feng and Mr. Chung Cheuk Fan Marco; and three Independent Non-Executive Directors, namely Mr. Zhou Jiannan (Lead INED), Ms. Hu Zhaoxia and Mr. Lyu Aiping.*

\* *For identification purpose only*