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China Health Group Limited
中國衛生集團有限公司

(Carrying on business in Hong Kong as CHG HS Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 673)

FOURTH SUPPLEMENTAL AGREEMENT
IN RELATION TO
PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements issued by China Health Group Limited (the “**Company**”) dated 9 June 2022 (the “**Original Announcement**”), 16 June 2022, 30 June 2022 and 14 July 2022 related to the Placing (the “**Supplemental Announcements**”, together with the Original Announcement, the “**Placing Announcements**”). Terms used herein shall have the same meanings as defined in the Placing Announcements unless otherwise stated.

FOURTH SUPPLEMENTAL AGREEMENT

On 26 July 2022, the Company and the Placing Agent entered into a fourth supplemental placing agreement (the “**4th Supplemental Agreement**”), pursuant to which it is agreed that the terms set out under “Principal Terms of the Convertible Bonds” as disclosed in the Original Announcement are amended to the following effect:

1. The term headed “Compulsory conversion on Maturity Date” is deleted in its entirety; and

2. The term headed “Redemption on Maturity” is amended as follows:

“Unless previously redeemed, converted, purchased or cancelled, the Company will redeem all of the Convertible Bonds on the Maturity Date at price equal to 100% of the principal amounts of the Convertible Bonds to be redeemed together with accrued interests.”

As more time is needed to fulfil the conditions precedent set out in the Placing Agreement (as amended by the Supplemental Agreement, the 2nd Supplemental Agreement and the 3rd Supplemental Agreement), pursuant to the 4th Supplemental Agreement, the Long Stop Date is changed to 3 August 2022 (or such later date as the Placing Agent and the Company may agree).

Save for the aforesaid, all other terms and conditions of the Placing Agreement (as amended by the Supplemental Agreement, the 2nd Supplemental Agreement and the 3rd Supplemental Agreement) will remain unchanged.

Shareholders and potential investors should note that the Placing is subject to the satisfaction of the conditions precedent as set out in the section headed “Conditions Precedent” in the Placing Announcements and the Placing Agent not having terminated the Placing Agreement (as amended by the Supplemental Agreement, the 2nd Supplemental Agreement, the 3rd Supplemental Agreement and the 4th Supplemental Agreement) in accordance with the terms thereunder. Accordingly, the Placing may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisors.

By order of the Board
China Health Group Limited
Zhang Fan
Chairman and Executive Director

Hong Kong, 26 July 2022

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Zhang Fan (chairman) and Mr. Chung Ho; three non-executive Directors, namely, Mr. Xing Yong, Mr. Huang Lianhai and Mr. Wang Jingming; and three independent non-executive Directors, namely, Mr. Jiang Xuejun, Mr. Du Yanhua and Mr. Lai Liangquan.