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方舟健客

Fangzhou Inc.

方舟云康控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 6086)

**COMPLETION OF PLACING OF EXISTING SHARES
AND TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

Overall Coordinator and Sole Placing Agent



國泰海通
GUOTAI HAITONG

國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Reference is made to the announcement of Fangzhou Inc. (the “**Company**”) dated January 27, 2026 (the “**Announcement**”) in relation to the Placing and the Subscription. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing took place on January 29, 2026 and the completion of the Subscription took place on February 2, 2026. A total of 45,181,000 Placing Shares have been successfully placed at the Placing Price of HK\$3.32 per Share by the Placing Agent to not less than six placees pursuant to the terms and conditions of the Placing and Subscription Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are third parties independent of, and not connected with, the Company and its connected persons, and not acting in concert with the Vendor, its associates and persons acting in concert with the Vendor. None of the Placees and their ultimate beneficial owners has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing and the Subscription.

Further, as all the conditions of the Subscription have been fulfilled, the Company allotted and issued 45,181,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) to the Vendor at HK\$3.32 per Subscription Share on February 2, 2026. The Subscription Shares represent approximately 3.26% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The net proceeds (after deduction of all costs and expenses) from the Subscription amount to approximately HK\$144.30 million. The Company intends to apply the net proceeds as follows:

- (i) approximately 90% or HK\$129.87 million will be allocated to accelerate development of the Company's AI-driven chronic disease management platform, encompassing model development and optimization, infrastructure and computational resource expansion, talent recruitment across AI and clinical specialties, data collection and annotation and knowledge base development, and roll-out and marketing of AI-enhanced services to capture under served patient and physician populations;
- (ii) approximately 10% or HK\$14.43 million will be used for working capital and other general corporate purposes.

EFFECT ON THE SHAREHOLDING STRUCTURE

The shareholding structure of the Company (a) immediately before completion of the Placing and the Subscription; (b) immediately after completion of the Placing but before completion of the Subscription; and (c) immediately after completion of the Placing and the Subscription (as at the date of this announcement) are as follows:

	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Placing and the Subscription	
	Number of issued Shares/ underlying Shares held	Approximate percentage in the issued share capital of the Company (%)	Number of issued Shares/ underlying Shares held	Approximate percentage in the issued share capital of the Company (%)	Number of issued Shares/ underlying Shares held	Approximate percentage in the issued share capital of the Company (%)
Vendor	186,158,297	13.89	140,977,297	10.52	186,158,297	13.44
Placees	–	–	45,181,000	3.37	45,181,000	3.26
Other Shares held by the Controlling Shareholders	483,715,635	36.09	483,715,635	36.09	483,715,635	34.91
Other Shareholders	<u>670,393,525</u>	<u>50.02</u>	<u>670,393,525</u>	<u>50.02</u>	<u>670,393,525</u>	<u>48.39</u>
Total	<u>1,340,267,457</u>	<u>100</u>	<u>1,340,267,457</u>	<u>100</u>	<u>1,385,448,457</u>	<u>100</u>

By order of the Board

Fangzhou Inc.

Mr. ZOU Yuming

Executive Director and Joint Company Secretary

Hong Kong, February 2, 2026

As of the date of this announcement, the Board comprises Mr. ZHOU Feng and Mr. ZOU Yuming as executive Directors, Mr. David McKee HAND and Mr. XIE Fangmin as non-executive Directors, and Dr. WANG Haizhong, Ms. KANG Wei and Mr. ZHU Xiaolu as independent non-executive Directors.