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Neutech

東軟睿新科技集團有限公司

Neutech Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9616)

DISCLOSEABLE TRANSACTION FORMATION OF JOINT VENTURES

FORMATION OF JOINT VENTURES

On 15 April 2026, Ruixin Health (an indirect wholly-owned subsidiary of the Company) entered into the Shanghai Promoters Agreement in relation to the formation of Shanghai Ruixin with Neusoft Data, which is an Independent Third Party. Pursuant to the terms of the Shanghai Promoters Agreement, the registered capital of Shanghai Ruixin shall be RMB130 million, of which Ruixin Health and Neusoft Data shall contribute RMB104 million and RMB26 million, respectively, accounting for 80% and 20% of the registered capital, respectively. Accordingly, Shanghai Ruixin shall be owned as to 80% by Ruixin Health and 20% by Neusoft Data upon its establishment.

On 6 February 2026, Ruixin Health entered into the Fuzhou Promoters Agreement in relation to the formation of Fuzhou Wellness with Neusoft Corporation and Fuzhou Urban Management, of which both are Independent Third Parties. Pursuant to the terms of the Fuzhou Promoters Agreement, the registered capital of Fuzhou Wellness shall be RMB10 million, of which Ruixin Health, Neusoft Corporation and Fuzhou Urban Management shall contribute RMB5.1 million, RMB2.9 million and RMB2.0 million, respectively, accounting for 51%, 29% and 20% of the registered capital, respectively. Accordingly, Fuzhou Wellness was owned as to 51% by Ruixin Health, 29% by Neusoft Corporation and 20% by Fuzhou Urban Management upon its establishment.

On 7 January 2026, Ruixin Health entered into the Nanning Promoters Agreement in relation to the formation of Nanning Wellness with Neusoft Data, which is an Independent Third Party. Pursuant to the terms of the Nanning Promoters Agreement, the registered capital of Nanning Wellness shall be RMB10 million, of which Ruixin Health and Neusoft Data shall contribute RMB8.0 million and RMB2.0 million, respectively, accounting for 80% and 20% of the registered capital, respectively. Accordingly, Nanning Wellness was owned as to 80% by Ruixin Health and 20% by Neusoft Data upon its establishment.

On 13 June 2025, Dalian Ruixin (an indirect wholly-owned subsidiary of the Company) entered into the Dalian Promoters Agreement in relation to the formation of Dalian Wellness with Dalian Health Industry and Neusoft Corporation, of which both are Independent Third Parties. Pursuant to the terms of the Dalian Promoters Agreement, the registered capital of Dalian Wellness shall be RMB10 million, of which Ruixin Health, Dalian Health Industry and Neusoft Corporation shall contribute RMB5.1 million, RMB3.4 million and RMB1.5 million, respectively, accounting for 51%, 34% and 15% of the registered capital, respectively. Accordingly, Dalian Wellness was owned as to 51% by Dalian Ruixin, 34% by Dalian Health Industry, and 15% by Neusoft Corporation upon its establishment.

On 4 June 2025, Ruixin Health entered into the Shenyang Promoters Agreement in relation to the formation of Shenyang Wellness with Shenyang Data, Shenyang Venture Capital Management, and Neusoft Corporation, of which all are Independent Third Parties. Pursuant to the terms of the Shenyang Promoters Agreement, the registered capital of Shenyang Wellness shall be RMB10 million, of which Ruixin Health, Shenyang Venture Capital Management, Neusoft Corporation and Shenyang Data shall contribute RMB5.1 million, RMB3.0 million, RMB1.5 million and RMB0.4 million, respectively, accounting for 51%, 30%, 15% and 4% of the registered capital, respectively. Accordingly, Shenyang Wellness was owned as to 51% by Ruixin Health, 30% by Shenyang Venture Capital Management, 15% by Neusoft Corporation, and 4% by Shenyang Data upon its establishment.

LISTING RULES IMPLICATIONS

The Previous JV Formation on a standalone basis does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Since the Previous JV Formation and the Shanghai Ruixin Formation (i) were entered into within 12 months, and (ii) were entered into with Neusoft Corporation or its subsidiary (i.e., Neusoft Data), the Previous JV Formation and the Shanghai Ruixin Formation are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules.

As one of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of (i) the capital commitment amount of the Shanghai Ruixin Formation and (ii) the aggregate capital commitment amount of the JV Formation, respectively, exceeds 5% but is less than 25%, each of the Shanghai Ruixin Formation and the JV Formation constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempted from the circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

FORMATION OF JOINT VENTURES

Formation of Shanghai Ruixin

On 15 April 2026, Ruixin Health (an indirect wholly-owned subsidiary of the Company) entered into the Shanghai Promoters Agreement in relation to the formation of Shanghai Ruixin with Neusoft Data, which is an Independent Third Party.

In particular, the principal terms of the Shanghai Promoters Agreement are set out below:

Date:	15 April 2026
Parties:	(A) Ruixin Health; and (B) Neusoft Data
Name of the Joint Venture:	Shanghai Neusoft Ruixin Health Technology Co., Ltd. (上海東軟睿新健康科技有限公司) (subject to final approval of registration by Shanghai Minhang District Administration for Market Regulation (上海市閔行區市場監督管理局))
Registered capital:	RMB130 million
Scope of business:	Subject to approval by the relevant regulatory authorities (if any) and authorization by the registration authority, the business scope of Shanghai Ruixin is the development and sales of healthcare and elderly care software and technology products, information technology consulting services, internet data services, computer system services, health preservation and wellness services (non-medical), health consulting services, and consulting and planning services.
Corporate positioning:	Shanghai Ruixin is a holding vehicle specializing in promoting the citywide smart elderly care platform and smart elderly care products to build a comprehensive and robust elderly care ecosystem.
Capital contribution:	The parties shall make a total capital contribution of RMB130 million, of which Ruixin Health shall contribute RMB104 million, accounting for 80% of the registered capital of Shanghai Ruixin; and Neusoft Data shall contribute RMB26 million, accounting for 20% of the registered capital of Shanghai Ruixin.

The parties shall make their respective capital contribution in installments in the following manner:

- (1) Ruixin Health and Neusoft Data shall make initial capital contribution in the amount of RMB21.6 million and RMB5.4 million, respectively, within thirty (30) days upon completion of the registration with the Shanghai Minhang District Administration for Market Regulation and obtaining its business license; and
- (2) Ruixin Health and Neusoft Data shall make subsequent capital contribution in accordance with the actual business operation of Shanghai Ruixin and the resolutions resolved by the shareholders.

Shareholders' meetings: Resolutions made at the shareholders' meeting of the company on significant matters including increasing or reducing the registered capital, adopting resolutions on merger, division, dissolution, change of company form or liquidation, amending the articles of association, examining and approving equity financing plans, approving any shareholder's creation of encumbrances on its equity such as donation, pledge or guarantee, and examining and approving the company's external fund lending, mortgage or guarantee, shall be passed by all shareholders of the company.

Board of directors: Shanghai Ruixin shall have a board of directors consisting of three (3) directors. Ruixin Health shall have the right to nominate two (2) directors, and Neusoft Data shall have the right to nominate one (1) director.

Formation of Fuzhou Wellness

On 6 February 2026, Ruixin Health entered into the Fuzhou Promoters Agreement in relation to the formation of Fuzhou Wellness with Neusoft Corporation and Fuzhou Urban Management, which are Independent Third Parties.

In particular, the principal terms of the Fuzhou Promoters Agreement are set out below:

Date: 6 February 2026

Parties:

- (A) Ruixin Health;
- (B) Neusoft Corporation; and
- (C) Fuzhou Urban Management

Name of the Joint Venture:	Fuzhou Fujian Health and Wellness Co., Ltd. (福州福見康養有限公司)
Registered capital:	RMB10 million
Scope of business:	The business scope of Fuzhou Wellness is the promotion and sales of healthcare and elderly care technology products (e.g. software, intelligent robots, wearable smart devices, daily necessities and food), information technology consulting services, internet data services, health consulting services, consulting and planning services, organization of promotion activities, and professional training services.
Capital contribution:	<p>The parties shall make a total capital contribution of RMB10 million, of which (i) Ruixin Health shall contribute RMB5.1 million, accounting for 51% of the registered capital of Fuzhou Wellness, (ii) Neusoft Corporation shall contribute RMB2.9 million, accounting for 29% of the registered capital of Fuzhou Wellness, and (iii) Fuzhou Urban Management shall contribute RMB2.0 million, accounting for 20% of the registered capital of Fuzhou Wellness.</p> <p>The parties shall make capital contribution within thirty (30) days upon completion of registration with the market supervision and administration authority.</p>
Shareholders' meetings:	Resolutions made at the shareholders' meeting of the company on significant matters including increasing or reducing the registered capital of the company, adopting resolutions on the merger, division, dissolution, liquidation or change of form of the company, amending the articles of association of the company, approving any shareholder's donation, pledge, guarantee or creation of any other encumbrance on the equity held by such shareholder in the company, and examining and approving the provision of fund lending, mortgage or guarantee by the company to other third parties, shall be passed by all shareholders of the company.
Board of directors:	Fuzhou Wellness shall have a board of directors consisting of five (5) directors. Ruixin Health shall have the right to nominate three (3) directors, Neusoft Corporation shall have the right to nominate one (1) director, and Fuzhou Urban Management shall have the right to nominate one (1) director.

Formation of Nanning Wellness

On 7 January 2026, Ruixin Health entered into the Nanning Promoters Agreement in relation to the formation of Nanning Wellness with Neusoft Data, which is an Independent Third Party.

In particular, the principal terms of the Nanning Promoters Agreement are set out below:

Date:	7 January 2026
Parties:	(A) Ruixin Health; and (B) Neusoft Data
Name of the Joint Venture:	Nanning Digital Wellness Co., Ltd. (南寧數智康養有限公司)
Registered capital:	RMB10 million
Scope of business:	The business scope of Nanning Wellness is the promotion and sales of healthcare and elderly care technology products (e.g. software, intelligent robots, wearable smart devices, daily necessities and food), information technology consulting services, internet data services, health consulting services, consulting and planning services, organization of promotion activities, and professional training services.
Capital contribution:	<p>The parties shall make a total capital contribution of RMB10 million, of which (i) Ruixin Health shall contribute RMB8.0 million, accounting for 80% of the registered capital of Nanning Wellness, and (ii) Neusoft Data shall contribute RMB2.0 million, accounting for 20% of the registered capital of Nanning Wellness.</p> <p>The parties shall make capital contribution within thirty (30) days upon completion of registration with the market supervision and administration authority.</p>

Shareholders' meetings: Resolutions made at the shareholders' meeting of the company on significant matters including increasing or reducing the registered capital of the company, adopting resolutions on the merger, division, dissolution, liquidation or change of form of the company, amending the articles of association of the company, approving any shareholder's donation, pledge, guarantee or creation of any other encumbrance on the equity held by such shareholder in the company, and examining and approving the provision of fund lending, mortgage or guarantee by the company to other third parties, shall be passed by all shareholders of the company.

Board of directors: Nanning Wellness shall have a board of directors consisting of three (3) directors. Ruixin Health shall have the right to nominate two (2) directors, and Neusoft Data shall have the right to nominate one (1) director.

Formation of Dalian Wellness

On 13 June 2025, Dalian Ruixin (an indirect wholly-owned subsidiary of the Company) entered into the Dalian Promoters Agreement in relation to the formation of Dalian Wellness with Dalian Health Industry and Neusoft Corporation, which are Independent Third Parties.

In particular, the principal terms of the Dalian Promoters Agreement are set out below:

Date: 13 June 2025

Parties: (A) Dalian Ruixin;
(B) Dalian Health Industry; and
(C) Neusoft Corporation

Name of the Joint Venture: Dalian Digital Health and Wellness Industry Co., Ltd. (大連數智康養產業有限公司)

Registered capital: RMB10 million

Scope of business: The business scope of Dalian Wellness is the promotion and sales of healthcare and elderly care technology products (e.g. software, intelligent robots, wearable smart devices, daily necessities and food), information technology consulting services, internet data services, health consulting services, consulting and planning services, organization of promotion activities, and professional training services.

Capital contribution: The parties shall make a total capital contribution of RMB10 million, of which (i) Dalian Ruixin shall contribute RMB5.1 million, accounting for 51% of the registered capital of Dalian Wellness, (ii) Dalian Health Industry shall contribute RMB3.4 million, accounting for 34% of the registered capital of Dalian Wellness, and (iii) Neusoft Corporation shall contribute RMB1.5 million, accounting for 15% of the registered capital of Dalian Wellness.

Dalian Ruixin and Neusoft Corporation shall make capital contribution within thirty (30) days upon completion of registration with the market supervision and administration authority, and Dalian Health Industry shall make capital contribution within five (5) business days after the full payment of subscribed capital contributions by Dalian Ruixin and Neusoft Corporation.

Shareholders' meetings: Resolutions made at the shareholders' meeting of the company on significant matters including increasing or reducing the registered capital of the company, adopting resolutions on the merger, division, dissolution, liquidation or change of form of the company, amending the articles of association of the company, and examining and approving the provision of fund lending, mortgage or guarantee by the company to other third parties, shall be passed by shareholders representing two-thirds or more of the voting rights of all shareholders of the company.

Board of directors: Dalian Wellness shall have a board of directors consisting of five (5) directors. Dalian Ruixin shall have the right to nominate three (3) directors, Dalian Health Care shall have the right to nominate one (1) director and Neusoft Corporation shall have the right to nominate one (1) director.

Formation of Shenyang Wellness

On 4 June 2025, Ruixin Health entered into the Shenyang Promoters Agreement in relation to the formation of Shenyang Wellness with Shenyang Venture Capital Management, Neusoft Corporation and Shenyang Data, which are Independent Third Parties.

In particular, the principal terms of the Shenyang Promoters Agreement are set out below:

Date: 4 June 2025

Parties:

- (A) Ruixin Health;
- (B) Shenyang Venture Capital Management;
- (C) Neusoft Corporation; and
- (D) Shenyang Data

Name of the Joint Venture:	Shenyang Shengqing Health and Wellness Industry Co., Ltd. (瀋陽盛情康養產業有限公司)
Registered capital:	RMB10 million
Scope of business:	The business scope of Shenyang Wellness is the promotion and sales of healthcare and elderly care technology products (e.g. software, intelligent robots, wearable smart devices, daily necessities and food), information technology consulting services, internet data services, health consulting services, consulting and planning services, organization of promotion activities, and professional training services.
Capital contribution:	<p>The parties shall make a total capital contribution of RMB10.0 million, of which (i) Ruixin Health shall contribute RMB5.1 million, accounting for 51% of the registered capital of Shenyang Wellness, (ii) Shenyang Venture Capital Management shall contribute RMB3.0 million, accounting for 30% of the registered capital of Shenyang Wellness, (iii) Neusoft Corporation shall contribute RMB1.5 million, accounting for 15% of the registered capital of Shenyang Wellness and (iv) Shenyang Data shall contribute RMB0.4 million, accounting for 4% of the registered capital of Shenyang Wellness.</p> <p>The parties shall make capital contribution within thirty (30) days upon completion of registration with the market supervision and administration authority, respectively.</p>
Shareholders' meetings:	Resolutions made at the shareholders' meeting of the company on significant matters including increasing or reducing the registered capital of the company, adopting resolutions on the merger, division, dissolution, liquidation or change of form of the company, amending the articles of association of the company, approving any shareholder's donation, pledge, guarantee or creation of any other encumbrance on the equity held by such shareholder in the company, and examining and approving the provision of fund lending, mortgage or guarantee by the company to other third parties, shall be passed by shareholders representing two-thirds or more of the voting rights of all shareholders of the company.
Board of directors:	Shenyang Wellness shall have a board of directors consisting of five (5) directors. Ruixin Health shall have the right to nominate three (3) directors and Shenyang Venture Capital Management shall have the right to nominate two (2) directors (one (1) of them can be nominated by Shenyang Data).

Other Principal Terms of the JV Agreements

Distribution of profits

The parties shall be entitled to the after-tax profits of the joint venture according to their respective proportion of paid-up capital contribution actually made, after allocating 10% of its after-tax profits for the current financial years to the statutory reserve fund.

Termination

The JV Agreements shall be terminated prior to the expiration of the joint venture term upon the occurrence of any of the following events and at the request of any party: (i) the joint venture is unable to continue its operation for more than one hundred and eighty (180) consecutive days due to a force majeure event; (ii) a party declares or is declared bankrupt; (iii) all parties unanimously agree to dissolve the joint venture; (iv) upon a party's breach of the joint venture agreement and failure to rectify such breach within thirty (30) days upon receipt of a written notice from the non-breaching party, the non-breaching party may request termination in advance; and (v) changes in the applicable laws and regulations render the joint venture agreement inconsistent with the provisions of such laws and regulations, and all the parties fail to reach a consensus on the amendment of the joint venture agreement in accordance with the new laws and regulations.

Capital contribution

The amount of capital contribution in the JV Agreements was determined after arm's length negotiations between the relevant parties with reference to the expected capital requirements and the preliminary business plan of the Joint Ventures. The capital contribution made/to be made by the Company will be funded by internal resources of the Group.

REASONS FOR AND BENEFITS OF THE FORMATION OF JOINT VENTURES

The JV Formation represents a strategic initiative for the Company to explore opportunities in the elderly care technology industry. Taking into account (i) the expected decline of students' enrollment in higher education due to the decreasing birth rate and (ii) the increasing market potential for an aging society in China, in 2024, the Group launched a strategic transformation to explore the development of its elderly care technology business. Leveraging on its main business of IT higher education, the Group has adopted the concept of "education-driven aging prevention and technology-empowered elderly care" (教育驅動防老、科技賦能養老) based on its existing business advantages. The Former Joint Ventures shall be committed to the promotion of elderly care technology business in the city they operate, and in order to accelerate the promotion of elderly care technology business in other cities across China, Shanghai Ruixin is to be established. The elderly care technology business shall connect the huge elderly service demand with the elderly care service, constructing an integrated elderly care service system and providing convenient access to the elderly with the products and services they need, therefore expanding new revenue sources for the Company.

The JV Formation, which consolidated the resources and experience of Neusoft Corporation, plays a constructive role in scaling technological innovation, strengthening the foundation of the services and improving capital usage efficiency, thereby enhancing the competitiveness of the Group's elderly care technology business. The Directors consider that the JV Formation and the terms of the JV Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Group

The Group, with education services as its fundamental business, has developed an integrated "Education, Healthcare and Wellness" digital-smart ecosystem in the PRC.

Dalian Ruixin

Dalian Ruixin, a limited liability company established on 17 May 2019 in the PRC, is an indirect wholly-owned subsidiary of the Company. Dalian Ruixin is principally engaged in investment and shareholding, software development and sales, education consulting services, enterprise management services and information technology consulting services.

Ruixin Health

Ruixin Health, a limited liability company established on 2 September 2024 in the PRC, is an indirect wholly-owned subsidiary of the Company. Ruixin Health is principally engaged in the development and sales of healthcare and elderly care technology products, information technology and health consulting services, education consulting services and professional training services.

Neusoft Corporation

Neusoft Corporation, established in June 1991, is a listed company in China, with its shares listed on the Shanghai Stock Exchange (stock code: 600718). Neusoft Corporation provides global information technology, products, and solutions, focusing on the innovation and application of software technology. Its business covers multiple areas including smart cities, medical and healthcare, data value realization, intelligent vehicle connectivity, enterprise digital and intelligent transformation, digital services, and global software business. According to public information available to the Company, as at the date of this announcement, the shareholding structure of Neusoft Corporation is relatively dispersed, with no controlling shareholder or controller. The largest shareholder of Neusoft Corporation is Dalian Neusoft Holding Co., Ltd. (大連東軟控股有限公司), holding approximately 14.61% interests.

Neusoft Data

Neusoft Data, a limited liability company established on 9 June 2025 in the PRC, is an indirect wholly-owned subsidiary of the Neusoft Corporation. Neusoft Data is principally engaged in providing internet information services, big data services, data processing services, digital technology services, and data processing and storage support services.

Fuzhou Urban Management

Fuzhou Urban Management is a limited liability company established on 18 May 2022 in the PRC. Fuzhou Urban Management is principally engaged in municipal facilities management and property management. According to public information available to the Company, as at the date of this announcement, Fuzhou Urban Management is indirectly wholly owned by Fuzhou Chang'le District State-owned Assets Management Center (福州市長樂區國有資產管理中心).

Dalian Health Industry

Dalian Health Industry is a limited liability company established on 5 August 2022 in the PRC. Dalian Health Industry is principally engaged in providing elderly care services. According to public information available to the Company, as at the date of this announcement, Dalian Health Industry is indirectly wholly owned by Dalian Municipal People's Government State-owned Assets Supervision and Administration Commission (大連市人民政府國有資產監督管理委員會).

Shenyang Venture Capital Management

Shenyang Venture Capital Management is a limited liability company established on 26 September 2010 in the PRC. Shenyang Venture Capital Management is principally engaged in industrial investment, investment management, investment consulting and house leasing. According to public information available to the Company, as at the date of this announcement, Shenyang Venture Capital Management is beneficially owned by the State-owned Assets Supervision and Administration Commission of Shenyang Municipal People's Government (瀋陽市人民政府國有資產監督管理委員會) as to approximately 82.50%.

Shenyang Data

Shenyang Data is a limited liability company established on 29 March 2023 in the PRC. Shenyang Data is principally engaged in providing data processing, storage support services and technology services. According to public information available to the Company, as at the date of this announcement, Shenyang Data is beneficially owned by the State-owned Assets Supervision and Administration Commission of Shenyang Municipal People's Government (瀋陽市人民政府國有資產監督管理委員會) as to approximately 89.87%.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, Neusoft Corporation, Neusoft Data, Fuzhou Urban Management, Dalian Health Industry, Shenyang Venture Capital Management and Shenyang Data, and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

The Previous JV Formation on a standalone basis does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Since the Previous JV Formation and the Shanghai Ruixin Formation (i) were entered into within 12 months and (ii) were entered into with Neusoft Corporation or its subsidiary (i.e., Neusoft Data), the Previous JV Formation and the Shanghai Ruixin Formation are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules.

As one of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of (i) the capital commitment amount of the Shanghai Ruixin Formation and (ii) the aggregate capital commitment amount of the JV Formation, respectively, exceeds 5% but is less than 25%, each of the Shanghai Ruixin Formation and the JV Formation constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempted from the circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“%”	per cent;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company;
“Company”	Neutech Group Limited (東軟睿新科技集團有限公司), formerly known as Neusoft Education Technology Co. Limited (東軟教育科技有限公司), a company incorporated in the Cayman Islands on 20 August 2018 as an exempted company with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 9616);
“connected person(s)”	has the meaning as ascribed thereto in the Listing Rules;
“Dalian Health Industry”	Dalian Health and Wellness Industry Group Co., Ltd. (大連康養產業集團有限公司) a limited liability company established on 5 August 2022 in the PRC;
“Dalian Promoters Agreement”	the investment agreement dated 13 June 2025 entered into between Dalian Ruixin, Dalian Health Industry and Neusoft Corporation in relation to the formation of Dalian Wellness;

“Dalian Ruixin”	Dalian Neusoft Ruixin Technology Group Co., Ltd. (大連東軟睿新科技集團有限公司), a limited liability company established in the PRC on 17 May 2019, formerly known as Dalian Neusoft Ruixin Technology Development Co., Ltd. (大連東軟睿新科技發展有限公司), and an indirectly wholly-owned subsidiary of the Company;
“Dalian Wellness”	Dalian Digital Health and Wellness Industry Co., Ltd. (大連數智康養產業有限公司), a limited liability company established on 14 June 2025 in the PRC;
“Director(s)”	the director(s) of the Company;
“Former Joint Ventures”	Shenyang Wellness, Dalian Wellness, Nanning Wellness and Fuzhou Wellness;
“Fuzhou Promoters Agreement”	the promoters agreement dated 6 February 2026 entered into between Ruixin Health, Neusoft Corporation and Fuzhou Urban Management in relation to the formation of Fuzhou Wellness;
“Fuzhou Urban Management”	Fuzhou Chang’le District Urban Operation Management Co., Ltd. (福州市長樂區城市運營管理有限公司), a limited liability company established on 18 May 2022 in the PRC;
“Fuzhou Wellness”	Fuzhou Fujian Health and Wellness Co., Ltd. (福州福見康養有限公司), a limited liability company established on 6 February 2026 in the PRC;
“Group”	the Company and its subsidiaries (including its consolidated affiliated entities);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected person(s) (having the meaning ascribed to it under the Listing Rules);
“Joint Venture(s)”	Shanghai Ruixin, Fuzhou Wellness, Nanning Wellness, Dalian Wellness and Shenyang Wellness;
“JV Agreements”	the Shanghai Promoters Agreement, Fuzhou Promoters Agreement, Nanning Promoters Agreement, Dalian Promoters Agreement and Shenyang Promoters Agreement;
“JV Formation”	Previous JV Formation and the Shanghai Ruixin Formation;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Nanning Promoters Agreement”	the promoters agreement dated 7 January 2026 entered into between Ruixin Health and Neusoft Data in relation to the formation of Nanning Wellness;
“Nanning Wellness”	Nanning Digital Wellness Co., Ltd. (南寧數智康養有限公司), a limited liability company established on 7 January 2026 in the PRC;
“Neusoft Corporation”	Neusoft Corporation (東軟集團股份有限公司), a company established on 17 June 1991 in the PRC and listed on the Shanghai Stock Exchange (stock code: 600718);
“Neusoft Data”	Shanghai Neusoft Data Technology Co., Ltd. (上海東軟數據科技有限公司), a limited liability company established in the PRC on 2 September 2024, a wholly-owned subsidiary of the Neusoft Corporation;
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan);
“Previous JV Formation”	the formation of Shenyang Wellness, Dalian Wellness, Nanning Wellness and Fuzhou Wellness;
“RMB”	Renminbi, the lawful currency of PRC;
“Ruixin Health”	Dalian Neusoft Ruixin Health Technology Co., Ltd. (大連東軟睿新健康科技有限公司), a limited liability company established in the PRC on 2 September 2024, a wholly-owned subsidiary of the Company;
“Shanghai Promoters Agreement”	the shareholders agreement dated 15 April 2026 entered into between Ruixin Health and Neusoft Data in relation to the formation of Shanghai Ruixin;
“Shanghai Ruixin”	Shanghai Neusoft Ruixin Health Technology Co., Ltd. (上海東軟睿新健康科技有限公司), the company to be established pursuant to the terms of the Shanghai Promoters Agreement;
“Shanghai Ruixin Formation”	the formation of Shanghai Ruixin;

“Share(s)”	the ordinary share(s) in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) in the Company;
“Shenyang Data”	Shenyang Data Group Co., Ltd. (瀋陽數據集團有限公司), a limited liability company established on 29 March 2023 in the PRC;
“Shenyang Promoters Agreement”	the promoters agreement dated 4 June 2025 entered into between Ruixin Health, Shenyang Data, Shenyang Venture Capital Management and Neusoft Corporation in relation to the formation of Shenyang Wellness;
“Shenyang Venture Capital Management”	Shenyang Venture Capital Management Group Co., Ltd. (瀋陽創業投資管理集團有限公司), a limited liability company established on 26 September 2010 in the PRC;
“Shenyang Wellness”	Shenyang Shengqing Health and Wellness Industry Co., Ltd. (瀋陽盛情康養產業有限公司), a limited liability company established on 29 March 2023 in the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in the Listing Rules.

By order of the Board
NEUTECH GROUP LIMITED
Chairperson and non-executive Director
Dr. LIU Jiren

Hong Kong, 15 April 2026

As at the date of this announcement, the Board comprises Dr. LIU Jiren as chairperson and non-executive Director; Dr. WEN Tao as executive Director; Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhuan as non-executive Directors (aside from our chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.