HealthyWay Inc.
健康之路股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2587)

CONTINUING CONNECTED TRANSACTIONS WELLNESS CONTENT COOPERATION AGREEMENTS

WELLNESS CONTENT COOPERATION AGREEMENTS

Reference is made to the prospectus of the Company dated 18 December 2024 in relation to the 2024 Wellness Content Cooperation Agreements. As the term of the 2024 Wellness Content Cooperation Agreements expired on 31 December 2024, the 2025 Wellness Content Cooperation Agreements were entered into on 27 December 2024 to continue the provision of wellness content by the Group to Baidu for a term commencing from 1 January 2025 to 31 December 2025.

It recently came to the attention of the Board that the total transaction amount under the 2025 Wellness Content Cooperation Agreements has exceeded HK$3 million for the year ending 31 December 2025.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Baidu is a substantial shareholder of the Company. Accordingly, the Transactions under the 2025 Wellness Content Cooperation Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios as defined in the Listing Rules calculated with reference to the Annual Cap for the Transactions are more than 0.1% but less than 5% and the total transaction amount for the year ending 31 December 2025 exceeds HK$3 million, the Transactions are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

WELLNESS CONTENT COOPERATION AGREEMENTS

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Subject Matter

Pursuant to the 2025 Wellness Content Cooperation Agreements, the Group shall provide wellness content (including but not limited to wellness content related articles, photos, audio clips, videos/short video clips, live-streaming lectures, medical encyclopedias and health Q&A) to Baidu Netcom for it to display on its online platforms as search results.

Pricing Basis

The Transactions contemplated under the 2025 Wellness Content Cooperation Agreements are priced based on the CPM model, whereby we charge Baidu Netcom a certain amount of service fee for every 1,000 page views. Such amount of service fee is determined based on the real-time quotation provided by Baidu to all content providers, which fluctuates from time to time. Historically, such amount of service fee we received ranged from RMB2.25 every 1,000 page views to RMB27.04 every 1,000 page views. CPM model is a common pricing model adopted in the industry. Under CPM model, the unit price for every 1,000 page views is calculated and decided solely by Baidu based on its big data analysis, which fluctuates from time to time. Such pricing mechanism offered by Baidu to us is consistent with the pricing mechanism offered by Baidu to its other content providers (including independent content providers) and is in line with market practice. We will obtain and review market prevailing price in similar transactions from public sources (including obtain quotes from at least two other independent third party search engines) as well as the price offered by Baidu to its other content providers, and compare those with the unit price offered by Baidu to us. We will also regularly review the wellness content provided by us to Baidu during the contract period, and compare with that of last year, including the nature of the wellness content, authors, quantities and click rates. Our Directors (including the independent non-executive Directors) consider that such pricing mechanism is fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

Historical Transaction Amounts

Set out below are the service fees paid/payable to us by Baidu Netcom for the provision of wellness content for each of the three years ended 31 December 2024 (the "**Historical Amount(s)**"):

	For the year ended 31 December		
	2022	**2023**	**2024**
RMB *(million)*	18.38	12.83	11.63

Annual Cap

It is proposed that the service fees payable to us by Baidu Netcom for the provision of wellness content by us under the 2025 Wellness Content Cooperation Agreements for the year ending 31 December 2025 shall not exceed RMB16 million (the "**Annual Cap**").

The Annual Cap was determined with reference to the followings: (i) the Historical Amounts; and (ii) the percentage of wellness content provided by us to Baidu in 2024 as to Baidu's total expenses related to wellness content during the same year and Baidu's total estimated budget of expenses related to wellness content for the year ending 31 December 2025. In addition, in July 2025, we engaged in strategic discussions with Baidu to explore opportunities to enhance the visibility of our content on Baidu's search results. Following these discussions, a new strategy has been implemented and we started to engage in the multi-channel network (MCN) model on Baidu's "Baijiahao" (百家號) platform to strengthen our presence on Baidu. With this new strategy and effort, we expect that the display ranking of our content on Baidu would improve in the second half of 2025, thereby increasing the page views and hence the service fees payable to us.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

Baidu Netcom is a subsidiary of Baidu, which is a leading search engine in China, offering various website accesses to a vast base of potential consumers. By cooperating with Baidu Netcom, we are able to further broaden our customer base, diversify our services, enhance marketing of our brand and ultimately generate income from our wellness content services business. The Transactions contemplated under the 2025 Wellness Content Cooperation Agreements are entered into in the ordinary and usual course of our business and are on normal commercial terms.

Save for our non-executive Director Mr. Zhang Xiangming, who was nominated by Baidu, none of the other Directors has any material interest in the Transactions or is required to abstain from voting on the board resolutions of the Company for considering and approving the 2025 Wellness Content Cooperation Agreements.

The Directors (including the independent non-executive Directors) consider that the terms of the 2025 Wellness Content Cooperation Agreements and the Annual Cap are fair and reasonable, and the Transactions are on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES TO THE TRANSACTIONS

The Group

The Company is an exempted company with limited liability incorporated in the Cayman Islands on 18 November 2014, the shares of which have been listed on the Stock Exchange since 30 December 2024.

The Group is one of the leading digital health and medical service platform operators in China, providing health and medical services on digital platforms to individual users and corporate and digital marketing services to corporations and institutions.

Baidu and Baidu Netcom

Baidu Netcom is a subsidiary of Baidu, which is a leading search engine in China, offering various website accesses to a vast base of potential consumers. Baidu, a company listed on the Stock Exchange (stock code: 9888.HK), is a substantial shareholder of the Company; hence, a connected person of the Company.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Baidu Netcom is a subsidiary of Baidu and Baidu is a substantial shareholder of the Company. Accordingly, the Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios as defined in the Listing Rules calculated with reference to the Annual Cap for the Transactions are more than 0.1% but less than 5% and the total transaction amount for the year ending 31 December 2025 exceeds HK$3 million, the Transactions are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTERNAL CONTROL MEASURES

As the term of the 2024 Wellness Content Cooperation Agreements expired on 31 December 2024, in order to continue to provide wellness content to Baidu, on 27 December 2024, the 2025 Wellness Content Cooperation Agreements were respectively entered into between (i) Fujian Health Road and Baidu Netcom, and (ii) Fuzhou Kangzhi and Baidu Netcom, for a term of one year commencing from 1 January 2025.

At the time of entering into the 2025 Wellness Content Cooperation Agreements, the Shares of the Company had not been listed on the Stock Exchange, and the Group contemplated that the total transaction amount under the 2025 Wellness Content Cooperation Agreements was unlikely to exceed HK$3 million (or approximately RMB2.8 million based on the exchange rate of RMB1=HK$1.06 at the time); hence, constitute fully-exempt continuing connected transactions pursuant to Rule 14A.76(1)(c) of the Listing Rules as none of the applicable percentage ratios as defined in the Listing Rules is more than 5%. The 2025 Wellness Content Cooperation Agreements and the transactions contemplated thereby were approved by the Board in December 2024 prior to their entry on the basis that such transactions constitute de minimis transactions under Rule 14A.76(1)(c) of the Listing Rules; therefore, no annual cap was set by the Board at the time of approval and no announcement had been made by the Company regarding the 2025 Wellness Content Cooperation Agreements after the Company's Listing.

In August 2025, during the preparation of the forthcoming interim results of the Group for the six months ended 30 June 2025, the financial department of the Group realized that the transaction amounts under the 2025 Wellness Content Cooperation Agreements for the six months ended 30 June 2025 has exceeded HK$3 million to approximately RMB3.4 million (or approximately HK$3.7 million). As one or more of the applicable percentage ratios as defined in the Listing Rules calculated with reference to the transaction amounts under the 2025 Wellness Content Cooperation Agreements for the six months ended 30 June 2025 are more than 0.1% but less than 5%, the Transactions under the 2025 Wellness Content Cooperation Agreements are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Company acknowledged that it has not fully complied with Rule 14A.54 of the Listing Rules to publish an announcement regarding the 2025 Wellness Content Cooperation Agreements before the cap was exceeded. To ensure timely compliance with the Listing Rules and prevent recurrence of similar incident, the following additional internal control measures have been/will be taken by the Group:

(i) review and monitor the existing database of the Group relating to connected transactions and continuing connected transactions (including identity of the counter-parties, identity of connected persons of the Company, monthly transaction amount and cumulated amount, nature of the transactions, expiry date of the relevant agreements, etc.) on a regular basis to ensure timely compliance with the Listing Rules, with additional personnel from the finance department being assigned to closely monitor and review such data;

(ii) improve the coordination and communication among various departments of the Group responsible for reporting, monitoring and handling connected transactions and continuing connected transactions;

(iii) provide more guidance materials and trainings on compliance matters (including the relevant disclosure and approval requirements under Chapter 13, Chapter 14 and Chapter 14A of the Listing Rules) to relevant personnel of the Group (including finance managers of our finance department, general managers of our business units and manager of our legal department) to increase their awareness and knowledge of the Listing Rules; and

(iv) designate a finance manager of our finance department to review and monitor the actual transaction amounts (including monthly transaction amount and cumulated amount) relating to continuing connected transactions on a monthly basis, benchmark against the annual cap approved by the Board and the de minimis threshold under the Listing Rules as applicable, and timely report the findings to the chief financial officer of the Company where it is about to exceed the annual cap or the de minimis threshold to ensure timely compliance with the disclosure requirements under Chapter 14A and other relevant requirements of the Listing Rules.

It is always the intention of the Company to fully comply with the Listing Rules. The Directors believe that the implementation of the above enhanced measures will strengthen and reinforce the knowledge of the relevant personnel of the Group regarding relevant requirements under the Listing Rules, and prevent the recurrence of similar incident in the future.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"2024 Wellness Content Cooperation Agreements"	the wellness content cooperation agreements respectively dated 31 December 2023 entered into between (i) Fujian Health Road and Baidu Netcom; and (ii) Fuzhou Kangzhi and Baidu Netcom, respectively, for a term from 1 January 2024 to 31 December 2024
"2025 Wellness Content Cooperation Agreements"	the wellness content cooperation agreements respectively dated 27 December 2024 entered into between (i) Fujian Health Road and Baidu Netcom; and (ii) Fuzhou Kangzhi and Baidu Netcom, respectively, for a term from 1 January 2025 to 31 December 2025
"associate"	has the meaning ascribed to it in the Listing Rules
"Annual Cap"	has the meaning as defined under the section headed "WELLNESS CONTENT COOPERATION AGREEMENTS – Annual Cap" of this announcement
"Baidu"	Baidu, Inc., a company listed on the Stock Exchange (stock code: 9888.HK), a substantial shareholder and connected person of the Company
"Baidu Netcom"	Beijing Baidu Netcom Science and Technology Co., Ltd.* (北京百度網訊科技有限公司), a limited liability company established in the PRC on June 5, 2001, an associate of Baidu and a connected person of the Company
"Board"	the board of Directors
"Company"	HealthyWay Inc. (健康之路股份有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on November 18, 2014, the shares of which are listed on the Stock Exchange (stock code: 2587.HK)

"connected person"	has the meaning ascribed to it in the Listing Rules
"continuing connected transaction(s)"	has the meaning ascribed to it in the Listing Rules
"CPM"	cost per mille, a non-performance-based pricing model where the advertisement fee is determined based on the number of impressions achieved by the advertisement
"Director(s)"	the director(s) of the Company
"Fuzhou Health Road"	Fujian Health Road Information Technology Co., Ltd.* (福建健康之路信息技術有限公司), a limited liability company established under the laws of the PRC on 10 December 2014 and one of our consolidated affiliated entities
"Fuzhou Kangzhi"	Fuzhou Kangzhi Technology Co., Ltd.* (福州康知科技有限公司), a limited liability company established in the PRC on 24 September 2019 and one of our subsidiaries
"Group" or "we"	the Company, its subsidiaries and consolidated affiliated entities
"Historical Amount(s)"	has the meaning as defined under the section headed "WELLNESS CONTENT COOPERATION AGREEMENTS – Historical Transaction Amounts" of this announcement
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Macau"	the Macau Special Administrative Region of the PRC
"percentage ratio(s)"	has the meaning ascribed to it in the Listing Rules
"PRC" or "China"	the People's Republic of China (for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan)

"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the issued share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it in the Listing Rules
"substantial shareholder"	has the meaning ascribed to it in the Listing Rules
"Transactions"	the continuing connected transactions relating to the provision of wellness content by us to Baidu Netcom pursuant to the 2025 Wellness Content Cooperation Agreements
"%"	per cent

For illustration purposes in this announcement, unless otherwise specified, the exchange rate of RMB1.00 = HK$1.09 is adopted. The exchange rate does not constitute a representation that any amount has been, could have been or may be converted at the above rate or any other rates.

The English names of the PRC entities referred to in this announcement are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

By order of the Board
HealthyWay Inc.
Zhang Wanneng
Chairman of the Board, executive director and chief executive officer

Fuzhou, the PRC, 23 September 2025

As at the date of this announcement, the Board comprises Mr. Zhang Wanneng and Mr. Chen Jing as executive directors; Mr. Zhang Xiangming as non-executive director; and Mr. Xu Jing, Dr. Lu Tao and Ms. Deng Xiaolan as independent non-executive directors.