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Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITOR
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Hygeia Healthcare Holdings Co., Limited to be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 27, 2025 at 3:00 p.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

June 3, 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 27, 2025 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 23 to 28 of this circular
“Articles of Association”	the second amended and restated memorandum and articles of association of the Company adopted on June 28, 2022 (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on September 12, 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Zhu Yiwen, Ms. Zhu Jianqiao, Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Red Palm Holdings Limited and Amber Tree Holdings Limited

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, extended and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (excluding those held as treasury Shares)
“Gamma Star Tech”	Shanghai Gamma Star Technology Development Co., Ltd.* (上海伽瑪星科技發展有限公司), a limited liability company established in the PRC on May 20, 2004 and a wholly-owned subsidiary of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	June 3, 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, references herein do not apply to Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of US\$0.00001 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

Executive Directors:

Mr. Zhu Yiwen (*Chairman*)

Mr. Ren Ai

Ms. Cheng Huanhuan

Mr. Zhang Wenshan

Ms. Jiang Hui

Independent non-executive Directors:

Mr. Ye Changqing

Mr. Zhao Chun

Mr. Zhang Guozhong

Registered office:

Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Headquarters in the PRC:

Unit 1605/1606

Building 1, Fuyuan Zhidi Square

38 Yuanshen Road

Pudong New Area, Shanghai

the PRC

Principal place of business

in Hong Kong:

Unit 1608, New World Tower 1

16-18 Queen's Road Central

Hong Kong

June 3, 2025

To the Shareholders

Dear Sir or Madam

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITOR
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: the proposals for (i) the proposed re-election of the retiring Directors, (ii) the proposed change of auditor, and (iii) the proposed grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 109(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with Article 109(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Mr. Zhang Guozhong who has been appointed by the Board on May 29, 2025 shall hold office only until the first annual general meeting of the Company after his appointment pursuant to Article 113 of the Articles of Association. Accordingly, Mr. Zhang Wenshan (an executive Director), Mr. Ye Changqing (an independent non-executive Director), Mr. Zhao Chun (an independent non-executive Director) and Mr. Zhang Guozhong (an independent non-executive Director), being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors according to the nomination policy of the Company, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

LETTER FROM THE BOARD

The Nomination Committee has considered that each of Mr. Zhang Wenshan (who joined the Group for more than 15 years), Mr. Ye Changqing (who has over 30 years of experience in professional accounting, financial advisory and investment services), Mr. Zhao Chun (who has over 25 years of experience in the hospital management sector) and Mr. Zhang Guozhong (who has over 25 years of experience in the healthcare management industry), are all in possession of rich experience and knowledge of the Group. The Nomination Committee is satisfied that each of Mr. Zhang Wenshan, Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong has performed their duties as Directors effectively. The Board is of the opinion that each of Mr. Zhang Wenshan, Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong with their knowledge and experience will continue to bring valuable contribution to the Board.

The Nomination Committee has assessed the independence of Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong. Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong have satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules on reviewing their annual written confirmation of independence to the Company. The Nomination Committee has also considered Mr. Ye Changqing's, Mr. Zhao Chun's and Mr. Zhang Guozhong's qualifications and professional experience in investment and hospital/healthcare management that will enhance the diversity of the skills and perspectives of the Board. The Board considers that each of Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong has devoted sufficient time to perform his duties of an independent non-executive Director.

The Nomination Committee has nominated and the Board has recommended Mr. Zhang Wenshan, Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong to stand for re-election at the Annual General Meeting.

The biographical details of the aforesaid retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

PROPOSED CHANGE OF AUDITOR

PricewaterhouseCoopers will retire as the auditor of the Company with effect from the conclusion of the Annual General Meeting. For further details, please refer to the announcement of the Company dated May 29, 2025 in relation to, among others, the proposed change of auditor of the Company. The Board, on the recommendation of the Audit Committee, has resolved to propose Deloitte Touche Tohmatsu ("**Deloitte**") as the new auditor of the Company with effect from the retirement of PricewaterhouseCoopers at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders by way of an ordinary resolution.

LETTER FROM THE BOARD

For the proposed appointment of Deloitte as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the competence and quality of Deloitte including its audit experience, industry knowledge and technical competence; (ii) the audit proposal of Deloitte; (iii) its independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capabilities including size and structure of the proposed audit team; and (vi) the relevant guidelines issued by the Accounting and Financial Reporting Council.

The Company is incorporated under the laws of Cayman Islands. To the best of the Board's knowledge, information and belief and having made all reasonable enquiries, there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance connected with its retirement which needs to be brought to the attention of the Shareholders. Therefore, PricewaterhouseCoopers has not issued such confirmation.

The Board and the Audit Committee confirm that there is no disagreement between the Company and PricewaterhouseCoopers and there are no other matters or circumstances in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to Rule 13.36 of the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 8(A) will be proposed at the Annual General Meeting to grant to the Directors the General Mandate to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of such resolution. As at the Latest Practicable Date, the total number of issued Shares comprised 618,499,000 Shares. Subject to the passing of the above ordinary resolution no. 8(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 123,699,800 Shares.

LETTER FROM THE BOARD

In addition, subject to a separate approval of the ordinary resolution no. 8(C), the number of Shares repurchased by the Company under the ordinary resolution no. 8(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the General Mandate as mentioned in the ordinary resolution no. 8(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the General Mandate and Repurchase Mandate. The Directors have no immediate plans to issue any new Shares pursuant to the General Mandate.

PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution no. 8(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the resolution in relation to the Repurchase Mandate.

If the Company repurchases any Shares pursuant to the Share Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For purpose of determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from June 24, 2025 to June 27, 2025, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 23, 2025.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 28 of this circular is the notice of Annual General Meeting at which, inter alia, the ordinary resolutions will be proposed to Shareholders to consider and approve the proposals for (i) the re-election of the retiring Directors, and (ii) the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the re-election of the retiring Directors, the appointment of auditor, the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Hygeia Healthcare Holdings Co., Limited

Mr. Zhu Yiwen

Chairman

The following are the particulars of the retiring Directors being eligible for re-election at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTOR

Mr. Zhang Wenshan (張文山), aged 43, was appointed as an executive Director on January 20, 2020 and has been the director of research & development and manufacturing of the Group since January 2014, primarily responsible for overseeing the research, development and manufacturing operations of the Group. Prior to joining the Group, in January 2007, Mr. Zhang Wenshan joined Gamma Star Tech, responsible for manufacturing operations and after-sales services. Mr. Zhang Wenshan was promoted as the director of research, development and manufacturing of the Group in January 2014 and has been the leader of the Group's research & development and manufacturing operations since then.

Mr. Zhang Wenshan majored in administrative management and obtained a bachelor's degree in administrative management from Wuhan University (武漢大學) in June 2013 through a self-taught education program.

Mr. Zhang Wenshan has entered into a service contract with the Company for a term of three years commencing from June 28, 2023 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations. In accordance with the service contract, Mr. Zhang Wenshan is entitled to a (i) director's fee of RMB110,400 per annum (before tax) for his services rendered as an executive

Director; and (ii) a base remuneration of RMB344,600 per annum (before tax) for his other services rendered to the Company, together with discretionary performance bonus, share awards and other benefits in kind as recommended by the Remuneration Committee and determined by the Board with reference to Mr. Zhang Wenshan's relevant experience and qualifications, his role and responsibilities with the Company and the prevailing market conditions.

As of the Latest Practicable Date, Mr. Zhang Wenshan is interested in 32,235 Shares and 60,000 underlying Shares in respect of share options granted to him under the share option scheme of the Company adopted on October 15, 2021 within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ye Changqing (葉長青) ("Mr. Ye"), aged 54, was appointed as an independent non-executive Director on September 21, 2019 and is primarily responsible for providing independent opinion and judgement to the Board.

Mr. Ye has over 30 years of experience in professional accounting, financial advisory and investment services. From April 1993 to January 2011, Mr. Ye worked at the China office of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) (普華永道中天會計師事務所 (特殊普通合夥)), with his last positions being service line leader of advisory services and leader of transaction services of Shanghai office. He subsequently worked at CITIC Private Equity Funds Management Co., Ltd. (中信產業投資基金管理有限公司) from February 2011 to December 2015, and his last positions there were managing director, chief financial officer and member of the investment committee.

Mr. Ye obtained his bachelor's degree in journalism from Huazhong University of Science and Technology (華中科技大學, formerly known as Huazhong University of Science and Technology (華中理工大學)) in the PRC in July 1992. He obtained his master's degree in business administration from University of Warwick in the United Kingdom in November 1999. Mr. Ye is currently a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Ye has been an independent non-executive director of Luzhou Bank Co., Ltd. (瀘州銀行股份有限公司), formerly known as Luzhou City Commercial Bank (瀘州商業銀行) (Stock Code: 1983.HK) from December 2018 to September 2022, VNET Group, Inc. (Stock Code: VNET. NASDAQ) from August 2022 to October 2024 and NWTN Inc. (Stock Code: NWTN. NASDAQ) from November 2022 to December 2024. Mr. Ye has been an independent non-executive director of Baozun Inc. (Stock Code: BZUN. NASDAQ, 9991.HK) since May 2016, Niu Technologies

(Stock Code: NIU. NASDAQ) since October 2018, Jinxin Fertility Group Limited (Stock Code: 1951.HK) since June 2019 and Ascentage Pharma Group International (Stock Code: 6855.HK) since June 2019.

Mr. Ye has entered into a letter of appointment with the Company for a term of three years commencing from June 28, 2022 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The letter of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the letter of appointment, Mr. Ye is entitled to a director's fees of RMB240,000 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to Mr. Ye's relevant experience and qualifications, his role and responsibilities with the Company and the prevailing market conditions.

Mr. Zhao Chun (趙淳) ("Mr. Zhao"), aged 72, was appointed as an independent non-executive Director on May 6, 2022 and is primarily responsible for providing independent opinion and judgement to the Board.

Mr. Zhao, has more than 23 years of experience in the hospital management sector. Mr. Zhao is currently the executive vice president of the Management of Private Hospitals Branch of Chinese Hospital Association (中國醫院協會 — 民營醫院管理分會) and previously held other positions, including the deputy secretary general and secretary general since September 2000. Concurrently, he has also served as the chairman of committee of the Chinese Medical Foundation of Medical Clinical Specialist Development Specialist Committee* (中國醫學基金會醫學臨床專科發展專業委員會) since November 2020.

Prior to that, from March 2016 to March 2019, Mr. Zhao served as the vice chairman of the Expert Certification Committee on the Competitiveness of Chinese Private Hospitals* (中國醫院競爭力(民營)星級認證專家委員會) of the Hong Kong Institute of Asclepius Hospital Management* (香港艾力彼醫院管理研究中心) and from February 2006 to August 2011, he was the deputy secretary general of Chinese Hospital Association (中國醫院協會).

Mr. Zhao currently also holds a directorship position in a company listed on the Stock Exchange. Mr. Zhao was appointed as an independent non-executive director of Honliv Healthcare Management Group Company Limited (Stock Code: 9906.HK) since June 7, 2016.

Mr. Zhao obtained a diploma in philosophy from Nankai University (南開大學) in the PRC in June 1987.

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years commencing from June 28, 2022 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The letter of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the letter of appointment, Mr. Zhao is entitled to a director's fees of RMB240,000 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to Mr. Zhao's relevant experience and qualifications, his role and responsibilities with the Company and the prevailing market conditions.

Mr. Zhang Guozhong (張國忠), aged 53, was appointed as an independent non-executive Director, the chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee on May 29, 2025 and is primarily responsible for providing independent opinion and judgement to the Board.

Mr. Zhang Guozhong has over 25 years of experience in the healthcare management industry. He currently serves as deputy director of the Hainan Guokang Health Research Institute (海南國康衛生健康研究院), deputy director and secretary-general of the Sixth Committee of the Private Hospital Branch of the China Hospital Association (中國醫院協會民營醫院分會), director of the Seventh Council of the Chinese Medical Equipment Association (中國醫學裝備協會), secretary-general of the Second Committee of the Private Hospital Equipment Management Branch of the Chinese Medical Equipment Association (中國醫學裝備協會民營醫院裝備管理分會), executive director of the Second Committee of the Health Industry Branch of the Chinese Health Economics Association (中國衛生經濟學會) and secretary-general of the Medical Clinical Specialty Development Expert Committee of the China Medical Foundation (中國醫學基金會).

Mr. Zhang Guozhong joined the China Hospital Association (formerly known as the Chinese Hospital Management Association) in March 2000 participating in editorial work of the association journal "Chinese Hospital". The magazine was established in June 2002, at which point Mr. Zhang Guozhong became to serve as the office director of the magazine. In April 2007, Mr. Zhang Guozhong was transferred to "Chinese Hospital Architecture and Equipment" magazine as office

director and subsequently served as the deputy editor-in-chief and planning director. In December 2020, Mr. Zhang Guozhong started serving as the director of the research department at Beijing Kushi Health Technology Research Institute (北京庫石健康科技研究院).

Mr. Zhang Guozhong graduated from Tongji Medical College of Huazhong University of Science and Technology (formerly known as Tongji Medical University) in July 1999 with a bachelor's degree in health administration.

Mr. Zhang Guozhong has entered into a letter of appointment with the Company for a term of three years commencing on May 29, 2025 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The letter of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance to the letter of appointment, Mr. Zhang Guozhong is entitled to a director's fees of RMB240,000 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to Mr. Zhang Guozhong's relevant experience and qualifications, his role and responsibilities with the Company and the prevailing market conditions.

* *For identification purpose only*

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 618,499,000 Shares of nominal value of US\$0.00001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 61,849,900 Shares representing 10% of the total number of issued Shares (excluding treasury Shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

If the Company repurchases any Shares pursuant to the Share Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Director nor any of their respective associates (as defined under the Listing Rules), to the best of their knowledge and belief, having made all reasonable enquiries, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company confirms that neither this Explanatory Statement nor the proposed share repurchase has any unusual features.

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the proposed Repurchase Mandate.

On September 30, 2024, Mr. Zhu Yiwen (朱義文) (“**Mr. Zhu**”) and Ms. Zhu Jianqiao (朱劍喬) (“**Ms. Zhu**”) respectively established discretionary family trusts, namely Ewen Legacy Trust and Ewen Eternity Trust (the “**Family Trusts**”). TMF (Cayman) Ltd. acts as trustee of the Family Trusts and holds an aggregate of 280,742,818 Shares through Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited as at the Latest Practicable Date. Mr. Zhu is the settlor of Ewen Legacy Limited while Ms. Zhu is the settlor of Ewen Eternity Limited. Mr. Zhu and Ms. Zhu are the beneficiaries of the Family Trusts.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhu, Ms. Zhu, and TMF (Cayman) Ltd. (as trustee of the Family Trusts) and Mr. Ren Ai (任愛) (“**Mr. Ren**”) were interested in an aggregate of 284,566,615 Shares, representing approximately 46.01% of the total number of Shares in issue. Pursuant to the concert party confirmation, Mr. Zhu, Ms. Zhu and TMF (Cayman) Ltd. (as trustee of the Family Trusts) act in concert in respect of their equity interests in the Company. Mr. Ren is the spouse of Ms. Zhu, and is therefore deemed to be interested in the Shares which are interested by of Ms. Zhu by virtue of the SFO. In the event that the Directors should exercise in full the Repurchase Mandate (assuming no new Shares are issued), the shareholding of Mr. Zhu, Ms. Zhu and Mr. Ren in the Company will be increased to approximately 51.12% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Mr. Zhu, Ms. Zhu and Mr. Ren to make a mandatory offer.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Name of Shareholder	Nature of interest	Number of Shares held⁽⁴⁾	Approximate percentage of shareholding in the Company
Mr. Zhu ⁽²⁾	Beneficial interest/ Founder of a discretionary trust ⁽¹⁾ / Interest of concert parties ⁽²⁾	284,566,615 (L)	46.01%
Ms. Zhu ⁽²⁾⁽³⁾	Founder of a discretionary trust ⁽¹⁾ / Interest of concert parties ⁽²⁾ /Interest of spouse ⁽³⁾	284,566,615 (L)	46.01%
TMF (Cayman) Ltd. ⁽¹⁾⁽²⁾⁽³⁾	Trustee ⁽¹⁾ /Interest of concert parties ⁽²⁾	284,566,615 (L)	46.01%
Mr. Ren ^{(2) (3)}	Beneficial interest/ Interest in a controlled corporation ⁽³⁾ /Interest of spouse ⁽³⁾	284,566,615 (L)	46.01%

Notes:

- (1) On September 30, 2024, Mr. Zhu and Ms. Zhu respectively established the Family Trusts. TMF (Cayman) Ltd. acts as trustee of the Family Trusts and holds an aggregate of 280,742,818 Shares through Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited. Mr. Zhu is the settlor of Ewen Legacy Limited while Ms. Zhu is the settlor of Ewen Eternity Limited. Mr. Zhu and Ms. Zhu are the beneficiaries of the Family Trusts.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- (2) Pursuant to the establishment of the Family Trusts, Mr. Zhu, Ms. Zhu and TMF (Cayman) Ltd. (as trustee of the Family Trusts) entered into a concert party confirmation on September 30, 2024 and confirmed that they had and would continue to, for so long as they remain interested in the Shares, directly or indirectly, act in concert by aligning their votes at the shareholders' meetings of the Company. As such, Mr. Zhu and Ms. Zhu, together with TMF (Cayman) Ltd., are all deemed to be interested in the total Shares directly and indirectly held by Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited.
- (3) Spruce Wood Investment Holdings Limited is wholly-owned by Mr. Ren and Group & Ray II Limited is 92.7% owned by Mr. Ren. Therefore, Mr. Ren is deemed to be interested in the Shares directly held by Spruce Wood Investment Holdings Limited and Group & Ray II Limited. Ms. Zhu is the spouse of Mr. Ren, and is therefore deemed to be interested in the Shares which are interested by Mr. Ren by virtue of the SFO.
- (4) As at the Latest Practicable Date, the total number of issued Shares was 618,499,000. The letter "L" denotes the entity's long position in the Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased a total of 3,439,600 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date and all 3,439,600 Shares had been cancelled by the Company as at the Latest Practicable Date. Details of which are as follows:

Date of Repurchase	No. of Shares repurchased	Price paid per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
January 23, 2025	133,800	12.54	12.44
January 22, 2025	276,000	12.78	12.54
January 13, 2025	523,000	13.22	12.78
January 10, 2025	357,200	13.54	13.24
January 8, 2025	306,000	13.82	13.54
January 2, 2025	332,000	14.14	13.84

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Date of Repurchase	No. of Shares repurchased	Price paid per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
December 27, 2024	201,000	14.34	14.14
December 24, 2024	60,600	14.38	14.34
December 23, 2024	103,600	14.48	14.40
December 20, 2024	103,000	14.58	14.50
December 19, 2024	223,600	14.80	14.60
December 17, 2024	128,600	14.94	14.82
December 16, 2024	523,800	15.46	14.94
December 5, 2024	55,200	15.52	15.48
December 4, 2024	112,200	15.64	15.52

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

SHARE PRICES

The highest and lowest traded prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months to the Latest Practicable Date were as follows:

Month	Highest traded prices HK\$	Lowest traded prices HK\$
2024		
June	36.35	27.70
July	28.80	20.45
August	22.70	18.36
September	24.80	14.60
October	27.10	17.00
November	22.60	15.64
December	17.98	14.08
2025		
January	14.74	12.42
February	18.34	11.98
March	15.96	13.02
April	15.80	12.22
May	17.30	13.54
June (up to the Latest Practicable Date)	16.10	14.26

NOTICE OF ANNUAL GENERAL MEETING



Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Hygeia Healthcare Holdings Co., Limited (the “**Company**”) will be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 27, 2025 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2024;
2. To re-elect Mr. Zhang Wenshan as an executive director of the Company (the “**Director**”);
3. To re-elect Mr. Ye Changqing as an independent non-executive Director;
4. To re-elect Mr. Zhao Chun as an independent non-executive Director;
5. To re-elect Mr. Zhang Guozhong as an independent non-executive Director;
6. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
7. To appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix its remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the “**Shares**”) (including any sale and transfer of treasury shares) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; or (3) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:–

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company); and
- (c) Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury Shares to the extent permitted by, and subject to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and applicable laws and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited and, subject to and in accordance with the Listing Rules and applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the resolutions numbered 8(A) and 8(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 8(A) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 8(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the said resolutions.”

By order of the Board
Hygeia Healthcare Holdings Co., Limited
Mr. Zhu Yiwen
Chairman

Hong Kong, June 3, 2025

Registered office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Headquarters in the PRC:

Unit 1605/1606
Building 1
Fuyuan Zhidi Square
38 Yuanshen Road
Pudong New Area, Shanghai
the PRC

Principal place of business in Hong Kong:

Unit 1608, New World Tower 1
16–18 Queen’s Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) The ordinary resolution numbered 8(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 8(A) and 8(B) are passed by the shareholders of the Company.
- (ii) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) For ascertaining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from June 24, 2025 to June 27, 2025, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 23, 2025.
- (vi) In respect of the ordinary resolution numbered 2 to 5 above, Mr. Zhang Wenshan, Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong shall retire and, being eligible, offer themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the accompanied circular dated June 3, 2025.
- (vii) In respect of the ordinary resolution numbered 8(A) above, the Directors hereby state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate in accordance with the Listing Rules.
- (viii) In respect of the ordinary resolution numbered 8(B) above, the directors of the Company hereby state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders as a whole. The Explanatory Statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated June 3, 2025.

As of the date of this notice, the Board comprises Mr. Zhu Yiwen (Chairman), Mr. Ren Ai, Ms. Cheng Huanhuan, Mr. Zhang Wenshan and Ms. Jiang Hui as executive Directors, and Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong as independent non-executive Directors.