

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



New Horizon Health Limited
諾輝健康

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6606)

**(1) PROPOSED ADOPTION OF
THE 2022 RESTRICTED SHARE UNIT SCHEME;
(2) PROPOSED ADOPTION OF THE 2022 SHARE OPTION SCHEME; AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

PROPOSED ADOPTION OF THE 2022 RSU SCHEME

The Board has resolved at the meeting of the Board held on March 18, 2022 to propose the adoption of the 2022 RSU Scheme to recognize the contributions by certain Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

Implications under the Listing Rules

The 2022 RSU Scheme does not constitute a share option scheme or an arrangement similar to a share option scheme as defined and regulated under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. The 2022 RSU Scheme is still subject to the consideration and approval of the Shareholders which will be sought at the AGM.

PROPOSED ADOPTION OF THE 2022 SHARE OPTION SCHEME

The Board has resolved at the meeting of the Board held on March 18, 2022 to propose the adoption of the 2022 Share Option Scheme to recognize the past contributions to the success of the Group by the Grantees and to provide incentives to them to further contribute to the Group.

Implications under the Listing Rules

The 2022 Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules, and is subject to (i) the approval of the Shareholders at the AGM to adopt the 2022 Share Option Scheme and to authorize the Board to grant Options under the 2022 Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Option; and (ii) the Stock Exchange granting approval of (subject to such conditions as the Stock Exchange may impose) the listing of, and permission to deal in, any Shares which may fall to be allotted and issued pursuant to the exercise of any Option that is granted or may be granted under the 2022 Share Option Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted under the 2022 Share Option Scheme.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes that certain amendments will be made to the Articles of Association to, among other things, bring the Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules and allow general meetings of the Company to be held as a physical meeting, hybrid meeting or an electronic meeting and to make corresponding changes to the existing Articles of Association. Further, amendments are proposed to be made to the existing Articles of Association to reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules and other house-keeping amendments that are in line with the other Proposed Amendments. Accordingly, the Board proposes to adopt new Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The proposed amendments to the Articles of Association and the proposed adoption of new Articles of Association are subject to the consideration and approval of the special resolution by the Shareholders, which will be sought at the AGM.

AGM

The Shareholders will consider and, if thought fit, approve the resolutions in the AGM in relation to, among other things, (i) the 2022 RSU Scheme, (ii) the 2022 Share Option Scheme and (iii) the proposed amendments to the Articles of Association.

A circular of the Company in relation to the AGM containing, among other things, (i) further details of the 2022 RSU Scheme, (ii) further details of the 2022 Share Option Scheme and (iii) further information regarding the proposed amendments to the Articles of Association and the new Articles of Association will be despatched to the Shareholders on or before April 28, 2022.

PROPOSED ADOPTION OF THE 2022 RSU SCHEME

The Board has resolved at the meeting of the Board held on March 18, 2022 to propose the adoption of the 2022 RSU Scheme to recognize the contributions by certain Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

A. PRINCIPAL TERMS OF THE 2022 RSU SCHEME

Purpose

The purpose of the 2022 RSU Scheme is to recognize the contributions by certain Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

Administration

The 2022 RSU Scheme shall be subject to the administration of the Board and the Trustee in accordance with the RSU Scheme Rules and the Trust Deed. The Board may by resolution delegate any or all of its powers in the administration of the 2022 RSU Scheme to the Administration Committee or any other committee or sub-committee or any person(s) as from time to time authorized by the Board for such purpose. The Board has proposed to establish and delegate to the Administration Committee the power and authority to administer the 2022 RSU Scheme and deal with the Trust and the Trustee in all respects in accordance with the RSU Scheme Rules and the Trust Deed subject to the approval of the Shareholders. The decision of the Board with respect to any matter arising under the 2022 RSU Scheme (including the interpretation of any provision) shall be final and binding.

Selected Participants

The Selected Participants include any Employee or any Consultant of any member of the Group at any time during the Trust Period selected by the Board for participation in the 2022 RSU Scheme.

Scheme Limit

The maximum number of Awarded Shares underlying the RSUs awarded by the Board under the 2022 RSU Scheme shall not exceed 1% of the total issued share capital of the Company as of the RSU Scheme Adoption Date throughout the Trust Period.

The maximum number of Awarded Shares underlying the RSUs which may be awarded to a Selected Participant under the 2022 RSU Scheme shall not exceed 1% of the issued share capital of the Company in any 12-month period. Awards lapsed in accordance with the terms of the 2022 RSU Scheme shall not be counted for the purpose of calculating the limit.

The maximum number of Awarded Shares underlying the RSUs which may be awarded by the Board under the Scheme and the total number of Shares to be issued under all other schemes of the Company granted and yet to be exercised shall not exceed 30% of the issued share capital of the Company from time to time. No RSUs may be granted under the 2022 RSU Scheme if this will result in the limit being exceeded.

Restrictions

No Award shall be made by the Board and no instructions to acquire any Shares shall be given to the Trustee under the 2022 RSU Scheme:

- (a) after an event involving inside information in relation to affairs or securities of the Company has occurred or a matter involving inside information in relation to the securities of the Company has been the subject of a decision, until such inside information has been publicly announced in accordance with the applicable laws and the Listing Rules;
- (b) during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results;

- (c) during the period of 30 days immediately preceding the publication date of the interim results for any financial period of the Company or, if shorter, the period from the end of the relevant half-year period of the financial period up to the publication date of the results; or
- (d) in any circumstance which is prohibited under the Listing Rules, the SFO or any other law or regulation or where any requisite approval from any governmental or regulatory authority has not been granted.

Operation

According to the 2022 RSU Scheme, any Awarded Shares shall be new Shares to be allotted and issued to the Trustee by the Company pursuant to general mandate or specific mandate granted by Shareholders at general meeting(s) of the Company from time to time.

The Board may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise which shall constitute part of the Trust Fund, for the subscription of Shares and other purposes set out in the RSU Scheme Rules and the Trust Deed, which shall be funded by internal resources of the Company other than the proceeds from the listing of the Shares on the Stock Exchange. Subject to prior written direction and/or consent of the Board, the Trustee may accept Shares transferred, gifted, assigned, or conveyed to the Trust from the Company or any party designated by the Company from time to time in such number as such party designated by the Company may at their sole discretion determine, which shall constitute part of the Trust Fund.

Subject to the RSU Scheme Rules, in the event that the Awarded Shares are to be allotted and issued as new Shares for the purpose of the Trust, the Board shall cause an amount equal to the total subscription price of such new Shares to be allotted and issued be transferred from the Company's resources to the Trustee according to the RSU Scheme Rules and cause to issue and allot to the Trustee such number of new Shares corresponding to the aforesaid total subscription price at such issue price per Share as shall be determined by the Board, which shall be held upon trust for the relevant Selected Participant subject to the terms and conditions set out in the RSU Scheme Rules and the Trust Deed. The Company shall issue and allot such new Shares at not less than nominal value to the Trustee. The Company shall comply with the relevant Listing Rules and the Articles of Association when allotting and issuing any new Shares and application shall be made to the Stock Exchange for the granting of the listing of, and permission to deal in the new Shares to be issued to the Trustee. Such allotment and issue should only be made upon fulfillment of the following conditions: (i) the Company having obtained Shareholders' approval in general meeting under general mandate or specific mandate to authorize the Directors to allot and issue new Shares, provided that the total number of Shares to be allotted and issued to the Trustee under the 2022 RSU Scheme shall not exceed the scheme limit; and (ii) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the Shares which may be allotted and issued by the Company to the Trustee pursuant to the 2022 RSU Scheme.

The Company intends to use the general mandate available at the time of granting of the Award(s), and seek specific mandate from the Shareholders for the issue and allotment of Awarded Shares where (i) the satisfaction of any Awards granted would cause the Company to issue and allot Awarded Shares in excess of the permitted amount in the general mandate available at the time of granting the Awarded Shares, (ii) any grant of Awards is made to connected persons of the Company or (iii) any grant of Awards is otherwise required under the Listing Rules to be made under the specific mandate from the Shareholders. As such, the new Shares to satisfy any Awards will be issued under the available general mandate approved by the Shareholders and in effect at the time of the relevant Award, or a specific mandate approved or to be approved by the Shareholders for the relevant Award. The Company therefore considers that Shareholders would be able to evaluate the relevant diluting effect before they vote in respect of the relevant mandate. In any event, the Company will comply with the announcement, Shareholders' approval and other requirements (if and as applicable) under the Listing Rules if the Awards are to be satisfied by the issue and subscription of new Shares.

Grant

Subject to the provisions of the 2022 RSU Scheme, the Board may, from time to time, at its absolute discretion select any Participant (other than any Excluded Participant) for participation in the 2022 RSU Scheme as a Selected Participant, and grant such number of RSUs to any Selected Participant at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine. In the event that a Selected Participant or his/her/its associate(s) is a member of the Board, such person will abstain from voting on any approval by the Board of the Award to such Selected Participant. In determining the number of RSUs to be granted to any Selected Participant (excluding any Excluded Participant), the Board shall take into consideration matters including, but without limitation to:

- (a) the present contribution and expected contribution of the relevant Selected Participant to the profits of the Group;
- (b) the general financial condition of the Group;
- (c) the Group's overall business objectives and future development plan;
- (d) the prevailing market price of the Shares; and
- (e) any other matter which the Board considers relevant.

Where any grant of Award is proposed to be made to any Selected Participant who is a Director (including an independent non-executive Director) or senior management of the Group, such grant must first be approved by the simple majority of the members of the Remuneration Committee, or in the case where the grant is proposed to be made to any member of the Remuneration Committee, by all of the other members of the Remuneration Committee.

Where any grant of Award is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the Listing Rules. The allotment and issue of new Shares in satisfaction of Awards granted to connected persons of the Company, which constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, will be subject to independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

At this stage, the Company has not decided whether it will grant any Awards to the directors of the Group, or any other connected persons of the Company yet. To the extent the Company determines to do so, the Company will seek independent shareholders' approval for any such grant of Awards to the directors of the Group or any other connected person of the Company as required under the Listing Rules.

Prior to the Vesting Date, any Award made under the RSU Scheme Rules shall be personal to the Selected Participant to whom it is made and shall not be assignable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the RSUs referable to him pursuant to such Award.

Vesting and lapse

The Board is entitled to impose any conditions, as it deems appropriate in its absolute discretion with respect to the vesting of the RSUs on the Selected Participant. Subject to applicable laws and regulations, the Board shall be at liberty to waive any vesting conditions. Shares underlying any RSUs granted under the 2022 RSU Scheme that lapse for any reason without having been exercised and Shares underlying the unexercised portion of any RSUs in case of partial exercise will, to the extent not prohibited by applicable laws and regulations, be available for subsequent Award grants under the 2022 RSU Scheme.

Subject to the terms and condition of the 2022 RSU Scheme and the fulfillment of all vesting conditions to the vesting of the RSUs on such Selected Participant and all requirements applicable to such Selected Participant as specified in the 2022 RSU Scheme and the relevant grant notice (unless waived by the Board), the respective RSUs granted to the Selected Participant pursuant to the provision of the RSU Scheme Rules shall vest in such Selected Participant in accordance with the vesting schedule as set out in the grant notice, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Participant, or to be sold as soon as practicable from the Vesting Date and the payment of the Actual Selling Price in cash to the Selected Participant within a reasonable time period in satisfaction of the Award pursuant to the instructions given by the Selected Participant in the reply slip.

In the event that the Administration Committee does not receive the required transfer documents from the Selected Participant at least five Business Days prior to the Vesting Date, the RSUs which would have otherwise vested in such Selected Participant shall automatically lapse and remain as part of the Trust Fund unless the Board or the Administration Committee instructs otherwise and such returned RSUs shall be applied by the Trustee towards future Awards in accordance with the RSU Scheme Rules.

The Board may at its discretion, with or without further conditions or requirements, grant additional Shares or cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Participant upon the vesting of any RSUs. In the event that an Award of RSUs becomes lapsed, the Awarded Shares underlying the RSUs and/or the relevant income or distributions shall remain as part of the Trust Fund.

Disqualification of Selected Participant

In the event that prior to or on the Vesting Date, unless the Board determines otherwise, a Selected Participant is found to be an Excluded Participant or is deemed to cease to be a Participant, including but not limited to the following circumstances:

- (a) where such person has retired by agreement with a member of the Group;
- (b) where the employment between such person and a member of the Group has been terminated due to death, disability or incapacity;
- (c) where such person has resigned voluntarily or by agreement with a member of the Group due to work performance or the employment contract between such person and a member of the Group has expired without renewal;
- (d) where the employment between such person and a member of the Group has been terminated or such person has been demoted as a result of the negligence or violation of laws or regulations of such person or any detriment to the interests of the Group caused by such person;

unless agreed specifically between the Selected Participant and the Company to the extent permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Participant, the relevant Award made to such Selected Participant shall automatically lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund and such returned RSUs shall be applied by the Trustee towards future Awards in accordance with the RSU Scheme Rules.

Voting Rights

The RSUs held by the Trustee, whether vested or not, and unvested RSUs do not carry any right to vote at general meetings of the Company. Notwithstanding that the Trustee is the legal registered holder of the Shares held upon trust pursuant to the Trust Deed, the Trustee shall not exercise the voting rights attached to such Shares. Unless otherwise specified by the Board in its entire discretion, the Selected Participants do not have any rights to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any Awarded Shares before such Shares are transferred to such Selected Participants.

Duration

Unless terminated earlier by the Board pursuant to the RSU Scheme Rules, the 2022 RSU Scheme shall be valid and effective for ten years commencing from the RSU Scheme Adoption Date, after which period no further Awards will be granted.

Termination

The 2022 RSU Scheme shall terminate on the earlier of (i) the tenth anniversary date from the RSU Scheme Adoption Date; and (ii) such date of early termination as determined by the Board by a resolution of the Board, provided that such termination shall not affect any subsisting rights of any Selected Participant.

Upon termination, (i) no further grant of RSUs may be made under the 2022 RSU Scheme; (ii) all the RSUs referable to the date of expiry of the Trust Period which are not vested shall be vested in the relevant Selected Participants and all the Awarded Shares shall continue to be held by the Trustee and be transferred to the Selected Participants according to the RSU Scheme Rules; (iii) all Shares remaining in the Trust Fund shall be sold (or as otherwise determined by the Board) by the Trustee within 28 Business Days (on which the trading of the Shares has not been suspended); and (iv) net proceeds of sale (if so sold) and such other funds and properties remaining in the Trust Fund managed by the Trustee (after making appropriate deductions) shall be remitted to the Company forthwith (except as otherwise determined by the Board).

Alteration

The 2022 RSU Scheme may be amended in any respect by a resolution of the Board.

B. IMPLICATIONS UNDER THE LISTING RULES

The 2022 RSU Scheme does not constitute a share option scheme or an arrangement similar to a share option scheme as defined and regulated under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. The 2022 RSU Scheme is still subject to the consideration and approval of the Shareholders which will be sought at the AGM.

PROPOSED ADOPTION OF THE 2022 SHARE OPTION SCHEME

The Board has resolved at the meeting of the Board held on March 18, 2022 to propose the adoption of the 2022 Share Option Scheme to provide reward to the Grantees for their past contributions to the success of the Group, and to provide incentives to them to further contribute to the Group.

A. PRINCIPAL TERMS OF THE 2022 SHARE OPTION SCHEME

A summary of principal terms of the 2022 Share Option Scheme is set out below. Further details of the terms of the 2022 Share Option Scheme will be set out in a circular to be despatched to the Shareholders on or before April 28, 2022.

Purpose

The purpose of the 2022 Share Option Scheme is to provide reward to the Grantees for their past contributions to the success of the Group, and to provide incentives to them to further contribute to the Group.

Eligible persons

Any Employee or Consultant as selected by the Board in its absolute discretion from time to time, taking into account, among others, the contributions or potential contributions of such Employee or Consultant to the development and growth of the Group.

Duration

The 2022 Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Share Option Scheme Adoption Date, after which period no further Options will be granted but the provisions of the 2022 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to the expiration of the 10-year period or otherwise as may be required in accordance with the terms of the 2022 Share Option Scheme.

Maximum number of Shares available for subscription

The maximum number of Shares in respect of which Options may be granted under the 2022 Share Option Scheme shall not exceed 6% of the issued share capital of the Company as of the Share Option Scheme Adoption Date (the “**Limit of the 2022 Share Option Scheme**”). Options lapsed in accordance with the terms of the 2022 Share Option Scheme shall not be counted for the purpose of calculating the Limit of the 2022 Share Option Scheme.

The total number of Shares to be issued upon exercise of all outstanding Options under the 2022 Share Option Scheme and all other schemes of the Company granted and yet to be exercised shall not exceed 30% of the issued share capital of the Company from time to time. No Option may be granted under the Scheme if this will result in the limit being exceeded.

Maximum Entitlement of each Grantee

No Option may be granted to any one person such that the total number of Shares issued and to be issued upon exercise of Options and any other option over the Shares (including exercised, cancelled and outstanding options) granted and to be granted to such person in any 12-month period up to the date of the latest grant exceeds 1% of the Shares in issue from time to time, unless:

- (a) such grant has been approved by the Shareholders in general meeting in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules with the prospective Grantee and his or her associates abstaining from voting;
- (b) a circular regarding the grant shall be sent to the Shareholders containing the information required under the Listing Rules; and

- (c) the number and terms of the Options to be granted to such prospective Grantee shall be fixed before the Shareholders' approval of the grant of such Options and the date of Board meeting for proposing such further grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.

Grant of Options

Subject to the terms of the 2022 Share Option Scheme, the Board has the power but not the obligation, at any time and from time to time before and including the 10th anniversary of the Share Option Scheme Adoption Date, to offer to grant to any Employee or Consultant as the Board may in its absolute discretion select an Option to subscribe for such number of Shares (being in a Board Lot or an integral multiple thereof) as the Board may determine at the Subscription Price. Subject to the provisions of the Listing Rules, the Board may in its absolute discretion specify such event, time limit or conditions (if any) as it thinks fit when making such offer to the Employee or Consultant, including, without limitation, conditions as to performance criteria to be satisfied by the Employee or Consultant which must be satisfied before an Option can be exercised, provided that such terms and conditions shall not be inconsistent with any other terms and conditions of the 2022 Share Option Scheme.

An offer of the grant of an Option shall be made to any Employee or Consultant by letter in the form of a grant notice (the “**Grant Notice**”), specifying the number of Shares, the Subscription Price, the Option Period, the vesting conditions, the date by which the grant must be accepted being a date not more than 28 days after the Offer Date and further requiring the Employee or Consultant to hold the Option on the terms on which it is to be granted and to be bound by the terms of the Scheme.

An Option shall be deemed to have been granted and accepted and to have taken effect when the acceptance form attaching to the Grant Notice has been duly signed by the Grantee together with a payment to the Company and/or any other member of the Group of HK\$1 (or the equivalent of HK\$1 in the local currency of any jurisdiction where the Company and/or any other member of the Group operates, as the Board may in its absolute discretion determine) by way of consideration for the grant thereof is received by the Company within the time period specified in the offer of the grant of the Option.

Any offer of the grant of an Option may be accepted or deemed to have been accepted in respect of any number of Shares up to the number in respect of which the Option is offered provided that it is accepted in respect of a Board Lot or an integral multiple thereof. To the extent that the offer of the grant of an Option is not accepted within 28 days after the Offer Date, it will be deemed to have been irrevocably declined and will lapse, unless the Board in its absolute discretion determines otherwise.

Restrictions on the time of grant of Options

No Option shall be offered or granted:

- (a) to any Employee or Consultant after inside information has become to the Company's knowledge until (and including) the trading day after the Company has announced the information;
- (b) to any Employee or Consultant during the period commencing one month immediately before the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the results of the Company for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement. No Option shall be granted during any period of delay in publishing a results announcement.
- (c) to any director of the Company (except where the Subscription Price is to be determined by the Board at the time of exercise of the Option):
- (i) during the period of 60 days immediately preceding the publication of the annual results of the Company or, if shorter, the period from the end of the relevant financial year up to the publication of the results; or
 - (ii) during the period of 30 days immediately preceding the publication of the quarterly (if any) or half-yearly results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication of the results.

Subscription Price

The Subscription Price in respect of any Option shall be a price determined by the Board at its absolute discretion and notified to any Employee or Consultant which shall be not less than the highest of:

- (a) the nominal value of a Share on the Offer Date;
- (b) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a business day; and
- (c) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Offer Date.

Transferability of Options

An Option (whether vested or not) shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any Option.

Alteration of the 2022 Share Option Scheme

The 2022 Share Option Scheme may be altered in any respect by an ordinary resolution of the Board except that the terms of the 2022 Share Option Scheme as to:

- (a) the preamble;
- (b) the definitions of Employee, Consultant, Grantee and Option Period; and

- (c) the specific provisions of the 2022 Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Grantees or prospective Grantees except with the prior sanction of a resolution of the Company in general meeting. However, no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of Grantees holding Options in respect of not less than 75 per cent in nominal value of all Shares to be issued upon the exercise of all outstanding and unexercised Entitlement granted under the Scheme.

Any alterations to the terms and conditions of the Scheme which are of a material nature, and any change to the terms of any Options granted (including those granted to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates), shall be subject to the approval of the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the 2022 Share Option Scheme. The terms of the 2022 Share Option Scheme or the Options so altered must comply with Chapter 17 of the Listing Rules.

The powers and authority of the Board or administrator of the Scheme in relation to the alteration of any terms of the 2022 Share Option Scheme shall not be changed except with prior sanction of a resolution of the Company in general meeting.

B. IMPLICATIONS UNDER THE LISTING RULES

The 2022 Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules, and is subject to (i) the approval of the Shareholders at the AGM to adopt the 2022 Share Option Scheme and to authorize the Board to grant Options under the 2022 Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Option; and (ii) the Stock Exchange granting approval of (subject to such conditions as the Stock Exchange may impose) the listing of, and permission to deal in, any Shares which may fall to be allotted and issued pursuant to the exercise of any Option that is granted or may be granted under the 2022 Share Option Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted under the 2022 Share Option Scheme.

REASONS OF ADOPTING THE 2022 NEW SCHEMES

Please refer to the sections headed “Proposed Adoption of the 2022 RSU Scheme — A. Principal Terms of the 2022 RSU Scheme — Purpose” and “Proposed Adoption of the 2022 Share Option Scheme — A. Principal Terms of the 2022 Share Option Scheme — Purpose”, respectively, in this announcement.

The Company believes that the ability to attract and retain talent and business relationships is vital to its success. Adoption of the 2022 New Schemes provides flexibility for the Company to achieve its objectives to attract and motivate talents and to retain them in the Group and to develop and strengthen their relationships with the Group.

REASONS FOR INCLUDING CONSULTANT IN THE 2022 NEW SCHEMES

The grant of Awards or Options to Consultant of any member of the Group would enable the Board to reward and incentivize those it considers commercially appropriate to align their interests with the interest of the Group. In particular, the Group may engage business Consultant to improve performance and efficiency of the Group or otherwise contribute to the Group's growth. As such, the Board is of the view that including Consultant as eligible to participate in the 2022 New Schemes is fair and reasonable as this will offer the Board with sufficient flexibility to attract and motivate (other than market remuneration) such Consultant to contribute to the growth and development of the Group and thus, is in the interest of the Company and its Shareholders as a whole. Consultant of subsidiaries and consolidated affiliated entities of the Company are also included as eligible to participate in the 2022 New Schemes given that the business and financial performance of any subsidiary or consolidated affiliated entity of the Company may have an impact on the Group in terms of the valuation of the equity interest in such subsidiary or economic interest in such consolidated affiliated entity held by the Group and/or the amount of dividend to be declared and distributed by such subsidiary and consolidated affiliated entity to the Group.

The Board will carefully assess a Consultant's performance, contributions and potential contributions to the Group on a case-by-case basis to ensure that the grant of Awards or Options to such Consultant would be beneficial to the Group. In particular, the Board will consider, among others, whether the Consultant is regarded as a valuable human resource to the Group based on his or her work experience, professional qualifications, technical know-hows and external business connections, as well as the actual and potential contribution he or she brought and may bring to the business affairs of the Group having regard to the duration, scale and nature of the cooperation or business relationship with the Group. As at the date of this announcement, the Company has no detailed plan on granting any Awards or Options to any Consultant of the Group.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes that certain amendments (the "**First Proposed Amendments**") will be made to the Articles of Association to, among other things, bring the Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules ("**Appendix 3**") and allow general meetings of the Company to be held as a physical meeting, hybrid meeting or an electronic meeting and to make corresponding changes to the existing Articles of Association. Further, amendments (the "**Second Proposed Amendments**", together with the First Proposed Amendments, the "**Proposed Amendments**") are proposed to be made to the existing Articles of Association to reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules and other house-keeping amendments that are in line with the Proposed Amendments. Accordingly, the Board proposes to adopt new Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The major areas of the Proposed Amendments are summarized herein below:

- (a) to provide that an annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of the new Articles of Association and such annual general meeting must be held within six (6) months after the end of Company's financial year (unless a longer period would not infringe the Listing Rules, if any) in alignment with Paragraph 14(1) of Appendix 3;
- (b) to provide that an annual general meeting must be called by written notice of not less than 21 clear days and all other general meetings must be called by written notice of not less than 14 clear days (unless otherwise permitted by the applicable laws and subject to the new Articles of Association) in alignment with Paragraph 14(2) of Appendix 3;

- (c) to provide that members must have the right to speak at a general meeting and vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration in alignment with Paragraph 14(3) of Appendix 3;
- (d) to provide that the remuneration of the auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine by a body that is independent of the Board in alignment with Paragraph 17 of Appendix 3;
- (e) to allow all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations as provided in the new Articles of Association as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
- (f) to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant provisions of the Articles of association;
- (g) to insert the definition of “electronic communication” and making consequential amendments to the relevant provisions of the Articles of Association;
- (h) to provide two members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes;
- (i) to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
- (j) to provide that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
- (k) to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
- (l) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
- (m) to set out the related powers of the Board and the chairman of the general meetings, including but not limited to making any arrangement as appropriate to ensure the security and orderly conduct of a meeting;

- (n) to provide that, where the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold a general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling for such meeting, they may change or postpone the meeting to another date, time and/or place, change the electronic facilities and/or change the form of the meeting (a physical meeting, a hybrid meeting or an electronic meeting) without approval from the members;
- (o) subject to the new Articles of Association, an auditor appointed under such Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the members under the new Articles of Association at such remuneration to be determined by the members or other body that is independent of the Board;
- (p) subject to the new Articles of Association, to allow for the Company to send notices by electronic communication;
- (q) to provide that, unless otherwise determined by the Directors, the financial year end of the Company shall be December 31 in each year; and
- (r) to make other housekeeping amendments in line with the Proposed Amendments to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules and to reflect certain updates in relation to the applicable laws of Cayman Islands and the Listing Rules.

Further details of the amendments to the Articles of Association and the new Articles of Association will be set out in a circular to be despatched to the Shareholders on or before April 28, 2022.

The Proposed Amendments to the Articles of Association and the adoption of the new Articles of Association are subject to the consideration and approval of the special resolution by the Shareholders, which will be sought at the AGM.

AGM

The Shareholders will consider and, if thought fit, approve the resolutions in the AGM to be held on Friday, June 24, 2022 in relation to, among other things, (i) the 2022 RSU Scheme, (ii) the 2022 Share Option Scheme and (iii) the Proposed Amendments to the Articles of Association.

A circular of the Company in relation to the AGM containing, among other things, (i) further details of the 2022 RSU Scheme, (ii) further details of the 2022 Share Option Scheme and (iii) further information regarding the proposed amendments to the Articles of Association and the new Articles of Association will be despatched to the Shareholders on or before April 28, 2022.

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 21, 2022 to Friday, June 24, 2022 (both days inclusive). The holder of Shares whose names appear on the register of members of the Company on Friday, June 24, 2022 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Monday, June 20, 2022.

DEFINITIONS

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

“2022 New Schemes”	the 2022 RSU Scheme and the 2022 Share Option Scheme
“2022 Restricted Share Unit Scheme” or “2022 RSU Scheme”	the restricted share unit scheme of the Company to be approved and adopted by the Company on the RSU Scheme Adoption Date, in its present form or as amended from time to time in accordance with the RSU Scheme Rules
“2022 Share Option Scheme”	the share option scheme of the Company to be approved and adopted by the Company on the Share Option Scheme Adoption Date, in its present form or as amended from time to time in accordance with the Share Option Scheme Rules
“Actual Selling Price”	the actual price at which the Awarded Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of an Award pursuant to the 2022 RSU Scheme
“Administration Committee”	the administration committee of the 2022 New Schemes, which includes chief executive officer, chief financial officer and the head of human resources of the Company to which the Board has delegated its power and authority to administer the 2022 New Schemes
“AGM”	the annual general meeting of the Company to be held on Friday, June 24, 2022 or any adjournment thereof to approve, among other things, (i) the 2022 RSU Scheme, (ii) the 2022 Share Option Scheme and (iii) the Proposed Amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Award(s)”	RSU(s) granted by the Board to a Selected Participant pursuant to the 2022 RSU Scheme
“Awarded Share(s)”	Share(s) underlying the RSU(s) granted to the Selected Participants under the RSU Scheme Rules
“Board”	the board of directors of the Company and if the context so permits, it shall include such committee or sub-committee or person(s) as from time to time delegated with the power and authority by the board of Directors to administer the 2022 RSU Scheme and the 2022 Share Option Scheme

“Board Lot”	the board lot in which Shares are traded on the Stock Exchange from time to time
“Business Day(s)”	day(s) (other than Saturday, Sunday or public holiday) on which the Stock Exchange is open for trading and the banks are open for business in Hong Kong
“Commencement Date”	in respect of any particular Option, the date upon which the Option is accepted or deemed to be accepted in accordance with the 2022 Share Option Scheme
“Company”	New Horizon Health Limited (諾輝健康), an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 7, 2018, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consultant”	any person (other than an Employee or a Director) who is engaged by the Company or any other member of the Group to render consulting or advisory services to the Company or such or any other member of the Group
“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company, any member of the Group, and/or any party designated by the Company as permitted under the 2022 RSU Scheme to the Trust as determined by the Board from time to time
“Director(s)”	director(s) of the Company
“Employee”	any individual being an employee, director or officer of any member of the Group at any time
“Entitlement”	the proportion of an Option which is not exercised and remains exercisable from time to time during the Option Period as stipulated in the conditions of exercise of the Option specified by the Board
“Excluded Participant(s)”	any Participant who is resident in a place where the grant of Award, award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the 2022 RSU Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Participant
“financial year”	the period commencing on January 1 and ending on December 31 each year, or such other period as fixed by the Company for the preparation of its annual accounts

“Grantee(s)”	Employee(s) or Consultant(s) who accepts the offer or grant of an Option in accordance with the terms of the 2022 Share Option Scheme or (where the context so permits) a person or persons who is or becomes entitled to exercise any such Option under the terms of the 2022 Share Option Scheme or by operation of law
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time, and “member of the Group” means any or a specific one of them
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Offer Date”	the date of the letter by which an Option is offered to an Employee or Consultant
“Option(s)”	a right to subscribe for Shares granted pursuant to the terms of the 2022 Share Option Scheme
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Board to each Grantee during which the Grantee may exercise such Option. Such period may commence on any day after the Commencement Date and in any event shall end not later than the 10th anniversary of the relevant Offer Date, subject to the provisions for early termination contained in the 2022 Share Option Scheme or the relevant document of grant or other notification issued by the Board
“Participant(s)”	includes the following: <ul style="list-style-type: none"> (i) any Employee; or (ii) any Consultant of any member of the Group at any time during the Trust Period
“Remuneration Committee”	the remuneration committee of the Board
“Residual Cash”	cash in the Trust Fund (including without limitation (i) any Contributed Amount or any remaining amount thereof; (ii) any cash income or dividends derived from Shares held under the Trust; (iii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the Shares held under the Trust; and (iv) all interest or income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition of any Shares

“RSU Scheme Adoption Date”	the date on which the Shareholders approve the 2022 RSU Scheme
“RSU Scheme Rules”	the rules relating to the 2022 RSU Scheme, as amended, modified or supplemented from time to time
“RSU(s)”	restricted share unit(s) to be granted under the 2022 RSU Scheme, each of which represents a conditional right for the Selected Participant to obtain Awarded Shares or an equivalent value in cash with reference to the market value of such Awarded Shares on or about the date of vesting, less any tax, stamp duty and other charges applicable, as determined by the Board in its absolute discretion. Each RSU represents one underlying Share
“Selected Participant(s)”	Participant(s) selected by the Board for participation in the 2022 RSU Scheme
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share Option Scheme Adoption Date”	the date on which the Shareholders approve the 2022 Share Option Scheme
“Share Option Scheme Rules”	the rules relating to the 2022 Share Option Scheme, as amended, modified or supplemented from time to time
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of US\$0.00005 each (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in relation to the 2022 RSU Scheme

“Trust Fund”	<p>the funds and properties held under the Trust and managed by the Trustee for the benefit of the Selected Participants (other than the Excluded Participants), including without limitation:</p> <ul style="list-style-type: none"> (a) HK\$100 as initial sum; (b) all Shares acquired by the Trustee for the purpose of the Trust and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust; (c) any Residual Cash; (d) any Awarded Shares or other property to be vested or not vested with the Selected Participants under the terms of the 2022 RSU Scheme; and (e) all other properties from time to time representing (a), (b), (c) and (d) above
“Trust Period”	the period beginning with the RSU Scheme Adoption Date and ending upon the expiry of the period of ten years beginning from the RSU Scheme Adoption Date or such date of early termination as determined by the Board
“Trustee”	Futu Trustee Limited (which is independent and not connected with the Company) and any additional or replacement trustee(s), being the trustee or trustees for the time being declared in the Trust Deed
“Vesting Date”	in respect of a Selected Participant, the date on which his or her entitlement to the Awarded Shares is vested in such Selected Participant in accordance with the 2022 RSU Scheme
“%”	per cent

By order of the Board
New Horizon Health Limited
Dr. Yiyou CHEN
Chairman

Hong Kong, March 18, 2022

As at the date of this announcement, the Board of the Company comprises Dr. Yiyou CHEN as Chairman and executive Director, Mr. Yeqing ZHU as executive Director, Mr. Naxin YAO as non-executive Director, and Mr. Danke YU, Prof. Hong WU and Dr. Donald Kwok Tung LI as independent non-executive Directors.