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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Hygeia Healthcare Holdings Co., Limited (the “**Company**”) proposes to amend (the “**Proposed Amendments**”) the existing amended and restated memorandum and articles of association of the Company (the “**Existing Articles of Association**”), in order to further improve its corporate governance, and bring the Existing Articles of Association in line with the recent changes to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which came into effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the second amended and restated memorandum and articles of association of the Company (“**New Articles of Association**”) in substitution for, and to the exclusion of, the Existing Articles of Association.

A summary of the Proposed Amendments are set out below:

1. to clarify that the financial year end of the Company is 31 December;
2. to clarify that a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the voting rights held by such shareholders;
3. to clarify that if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Cayman Companies Act, be varied or abrogated either with the consent of at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the holders of the shares of that class;

4. to remove that the relevant requirements of any adjourned meeting as a result of a lack of quorum, two shareholders present in person (or in the case of the shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum;
5. to clarify that at a general meeting:
 - (1) the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it;
 - (2) annual general meeting shall be held within six months after the end of the Company's financial year;
 - (3) one or more members holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene an extraordinary general meeting and add resolutions to the agenda of a meeting;
 - (4) an annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing.
6. to clarify that all shareholders of the Company (including a shareholder which is a clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except where the Company has knowledge that any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Otherwise, all shareholders shall have the right to vote at a general meeting;
7. to clarify that a corporation which is a shareholder may execute a form of proxy under the hand of a duly authorised officer. A proxy shall be entitled to exercise the same powers on behalf of a shareholder which is a corporation and for which he acts as proxy as such shareholder could exercise as if it were an individual shareholder present in person at any general meeting;

8. to clarify that where a shareholder is a clearing house (or its nominee(s)), it may appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this articles of association shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise as if such person were an individual shareholder, including the right to speak and vote individually on a show of hands or on a poll;
9. to clarify that any director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
10. to clarify that no person, other than a retiring director, shall, unless recommended by the Board for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a director signed by a shareholder and notice in writing signed by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The Company shall include the particulars of such proposed person for election as a director in its announcement or supplementary circular, and shall give the shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election;
11. to clarify that the shareholder may by ordinary resolution remove any director (including a managing director or other executive director) before the expiration of his term of office;
12. to clarify that the shareholders shall at each annual general meeting, appoint one of more firms of auditors to hold office by ordinary resolution until the conclusion of next annual general meeting. The Board may fill any casual vacancy in the office of auditors subject to the approval by ordinary resolution of the shareholders at general meeting. The remuneration of the auditors shall be fixed by or on the authority of the shareholders in the annual general meeting by ordinary resolution except that in any particular year the shareholders in general meeting may by ordinary resolution delegate the fixing of such remuneration to the Board and the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board;

13. to clarify that the shareholders may, at any general meeting convened and held in accordance with these articles of association, remove the auditors by ordinary resolution at any time before the expiration of the term of office;
14. to clarify that all dividends and other distributions in respect of shares shall be stated and discharged, in the case of shares denominated in Hong Kong dollars, in Hong Kong dollars, and in the case of shares denominated in any other currency, in such other currency, provided that, in the case of shares denominated in Hong Kong dollars, the Board may determine in the case of any distribution that shareholders may elect to receive the same in any other currency selected by the Board, converted at such rate of exchange as the Board may determine;
15. to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the New Articles of Association including “Relevant Period” and to update relevant provisions in the articles of association in this regard.

Other housekeeping amendments to the Existing Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Existing Articles of Association and for clarity and consistency with the other provisions of the Existing Articles of Association where it is considered desirable and to better align the wording with those of the Listing Rules.

Pursuant to the Existing Articles of Association, the Proposed Amendments are subject to the shareholders’ approval by way of the special resolution at the annual general meeting (the “**Annual General Meeting**”) of the Company.

The forthcoming Annual General Meeting of the Company is expected to be held on Tuesday, June 28, 2022. A circular containing, among other things, particulars of the Proposed Amendments and the proposed adoption of the New Articles of Association together with a notice convening the Annual General Meeting and the related proxy form, will be despatched to the shareholders of the Company in due course. As no shareholder has a material interest in the Proposed Amendments, no shareholder will be required to abstain from voting on the relevant resolution.

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

Hong Kong, May 6, 2022

As of the date of this announcement, the Board comprises Mr. Zhu Yiwen as chairman and executive director, Ms. Cheng Huanhuan, Mr. Ren Ai, Mr. Zhang Wenshan and Ms. Jiang Hui as executive directors, and Mr. Liu Yanqun, Mr. Ye Changqing and Mr. Zhao Chun as independent non-executive directors.