
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hygieia Group Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Hygieia Group Limited to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:30 a.m., or immediately after the conclusion of the 2020 annual general meeting of the Company to be held on the same day, on Tuesday, 11 October 2022 is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

8 September 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Explanatory Statement on Buy-back Mandate	8
Appendix II — Particulars of Directors for Re-election	11
Notice of Annual General Meeting	16

DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the financial year ended 31 December 2021 despatched to the Shareholders on 8 September 2022
“AGM” or “Annual General Meeting”	the annual general meeting of the Company in respect of the financial year ended 31 December 2021 to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:30 a.m., or immediately after the conclusion of the 2020 annual general meeting of the Company to be held on the same day, on Tuesday, 11 October 2022 or any adjournment thereof
“Articles”	the articles of association of our Company adopted on 8 June 2020
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Hygieia Group Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of our Company, namely TEK Assets Management Limited and Mr. Toh Eng Kui
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Buy-Back Mandate
“Group”	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	31 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	3 July 2020, since which the Shares of the Company have been listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 16 to 19 of this circular
“Prospectus”	prospectus of the Company dated 12 June 2020
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“S\$”	Singapore dollars, the lawful currency of Singapore
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

Executive Directors:

Mr. Toh Eng Kui
Mr. Peh Poon Chew
Ms. Toh Lek Siew

Independent non-executive Directors:

Mr. Koh How Thim
Mr. Tan Wu Hao
Mr. Wong Yuk

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit 1102, 11th Floor,
Brill Plaza
No. 84 To Kwa Wan Road
To Kwa Wan, Kowloon
Hong Kong

8 September 2022

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The primary purpose of this circular is to provide you with information regarding (i) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, and (ii) the re-election of the retiring Directors and (iii) the declaration of final dividend and to seek your approval of the resolutions to these matters at the Annual General Meeting.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 400,000,000 Shares.

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

Please refer to resolutions numbered 6 to 8 set out in the notice of AGM on pages 16 to 19 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. The 2021 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2021 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not 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 shall be subject to retirement at least once every three years.

As such, Mr. Tan Wu Hao, Mr. Wong Yuk and Mr. Toh Eng Kui will retire. Each of them, being eligible, will offer themselves for re-election. Particulars of each of them are set out in Appendix II of this circular.

DECLARATION OF FINAL DIVIDEND

The Board recommended the declaration and payment of a final dividend of S\$0.00075 per Share in respect of the year ended 31 December 2021. The final dividend is subject to approval of the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on 3 November 2022 to Shareholders whose names appear on the register of members of the Company on 18 October 2022. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed "Closure of Register of Members" below.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, every resolution put to the vote at the Annual General Meeting will be taken by way of poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of Directors named above, and the declaration of a final dividend are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Thursday, 6 October 2022 to Tuesday, 11 October 2022, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 5 October 2022.

The transfer books and register of members of the Company will be closed from Monday, 17 October 2022 to Tuesday, 18 October 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Friday, 14 October 2022.

Yours faithfully,
For and on behalf of the Board of
Hygieia Group Limited
Toh Eng Kui
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,000,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE BUY-BACK

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 buy back the Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act and the Listing Rules.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

5. SHARE PRICES

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021 and was resumed with effect from 9:00 a.m. on 17 August 2022.

The highest and lowest traded prices (rounded to the nearest cent) for the Shares on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2022		
January	N/A	N/A
February	N/A	N/A
March	N/A	N/A
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	0.109	0.063

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If upon exercise of the powers of repurchase pursuant to the Buy-back 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. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, Mr. Toh Eng Kui was indirectly interested in an aggregate of approximately 1,500,000,000 Shares, representing approximately 75% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the voting right of Mr. Toh Eng Kui in the Company would increase to approximately 83.3% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full to Buy-back the Shares will not trigger an obligation on the part Mr. Toh Eng Kui to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger such obligation under the Takeovers Code.

Furthermore, the Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles of the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 84(1) of the Articles:

1. Mr. Tan Wu Hao (陳武豪先生)

Mr. Tan Wu Hao (陳武豪先生), aged 36, was appointed as an independent non-executive Director on 18 December 2019 and is the chairman of our nomination committee. He has over eight years of experience managing businesses in the interior fit-out and addition & alteration industries. Since 2011, Mr. Tan has joined his family business, Sunray Woodcraft Construction Pte Ltd (“Sunray”), after graduation and is currently the second generation driving the family business. His involvement in the company began at a very young age during his school holidays, started off in the business from the factory grounds and slowly progressed into projects involvement and elevated to management. Some of the iconic projects that he worked on are Marina Bay Sands, Resort World Sentosa, Pan Pacific Hotel, Shangri-La Hotel, Equarius Hotel, Chijmes building, SGX Office and Raffles Hotel. Among his achievements, Mr. Tan spearheaded the company’s expansion into new markets like Myanmar, China, Macau, Indonesia and Malaysia, with a long term vision and successfully grown Sunray’s brand abroad. Mr. Tan is instrumental in overseeing several key projects that were recognised with industry awards such as the BCA Green Mark Award and Architectural Heritage Award. With his entrepreneurial spirit, Mr. Tan also established a technology start up to develop a software application which provides technology, mixed-reality, artificial intelligence solutions to streamline work processes and increase efficiency and productivity for the stakeholders in the built environment sector.

Mr. Tan obtained a Bachelor’s degree in Food Technology and Nutrition from the Royal Melbourne Institute of Technology in November 2010.

Mr. Tan was previously a director of the following company which was struck off:

Name of company or business entity	Place of incorporation	Nature of business	Date of dissolution	Means of dissolution
Sunray Middle East Pte. Ltd.	Singapore	Holding company	5 December 2016	Struck off

Mr. Tan confirms that the (i) above company was solvent at the time of its dissolution due to inactivity of the company; and (ii) there is no fraudulent act, misfeasance or wrongful act on his part leading to the dissolution of such company and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of such company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Tan does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Tan held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Tan for a term of one year commencing from the Listing Date, automatically renewable for a term of one year. The service fee payable to Mr. Tan is S\$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

2. Mr. Wong Yuk (王旭先生)

Mr. Wong Yuk (王旭先生), aged 51, was appointed as an independent nonexecutive Director on 18 December 2019 and is the chairman of our audit committee. For over two decades, he has been involved in auditing and accounting and financial management with listed enterprises adopting international and PRC accounting standards, taxation, group reporting, internal control, credit control, risk management, company restructuring and company secretarial functions. Mr. Wong has extensive business exposure across industry sectors in automobile, construction, electronic gaming equipment, investment and financial consultation, IT solution, manufacturing, oil and gas, public utilities and professional audit. He also has extensive experience in the initial public offering (“IPO”) process and investors’ relationship management. Since March 2019, Mr. Wong has been the company secretary of XXF Group Holdings Limited, an established automobile rental service provider. Since August 2022, Mr. Wong has been serving as an executive director of Yue Kan Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2110), where he is primarily responsible for financial management and assisting to manage the day-to-day business operations.

Mr. Wong started his career in KPMG Hong Kong in September 1996 and left the firm as a senior accountant in April 1999. Mr. Wong also worked in various financial, accounting and compliance related roles for a number of Hong Kong and Singapore listed companies since 1999, including subsidiaries of the Swire Group, Hong Kong and China Gas Company Limited, Lung Kee Metal Ltd., China Oilfield Technology Services Group Limited, Yuanda China Holdings Limited, Success Dragon International Holdings Limited and Huanian Xinxing Chanye Jituan Company Limited respectively.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Wong obtained a bachelor of arts degree in Accountancy from the Hong Kong Polytechnic University in November 1996. He is a member of the Hong Kong Institute of Certified Public Accountants since January 2004 and a Fellow Member of the Association of Chartered Certified Accountants since August 2005.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Wong does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Wong held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Wong for a term of one year commencing from the Listing Date, automatically renewable for a term of one year. The service fee payable to Mr. Wong is S\$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

3. Mr. Toh Eng Kui (卓榮貴先生)

Mr. Toh Eng Kui (卓榮貴先生), aged 62, founded our Group in June 1991 and was appointed a director of Eng Leng at its founding. He was appointed as a Director on 28 February 2019 and re-designated as an executive Director and Chairman of our Board on 31 May 2019. Mr. Toh has close to four decades of entrepreneurial experience in the cleaning and construction industry. In October 1981, after completing his two years of national service in the Singapore Civil Defence Force, Mr. Toh founded Eng Leng Sub-Contractor as a sole proprietorship engaged in construction-related industry. A decade later, Mr. Toh incorporated Eng Leng, marking the founding of our Group. Mr. Toh is responsible for overseeing, identifying, developing and directing the implementation of business strategies of our Group to achieve our Group's vision and business objectives. He works with customers, suppliers, officials of government departments and regulatory bodies as well as creates and maintains links with other trade and professional associations. Under his leadership, Mr. Toh grew our Group from start-up almost three decades ago to become one of the leading service providers of cleaning solutions in Singapore today that employs over 2,500 employees.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Toh completed his secondary school education in December 1976 at Serangoon Secondary School in Singapore. Save as being the brother of Ms. Toh, our senior management, Mr. Toh does not have any relationship with other Directors and senior management.

Mr. Toh was previously a director of the following company and sole proprietor and partner of business entities which were struck off or terminated:

Name of company or business entity	Place of incorporation	Nature of business	Date of dissolution	Means of dissolution
Sunrich Tech Pte Ltd	Singapore	Retail sale of health supplements	9 March 2017	Struck off
Eng Leng Sub-Contractor (Sole proprietorship)	Singapore	Construction of other civil engineering projects (e.g. playground systems) and building construction	31 August 1991	Terminated
Eng Leng Trading Enterprise (Partnership)	Singapore	Wholesale of general hardware (e.g. locks and hinges) and building construction	30 September 1990	Terminated
E&L Contractors (Sole proprietorship)	Singapore	Construction of other civil engineering projects (e.g. playground systems) and building construction	31 May 1996	Terminated

Mr. Toh confirms that the (i) striking off of the above company was voluntary due to cessation of business; (ii) the sole proprietorship and partnerships listed above were solvent at the time they were terminated due to cessation of business; and (iii) there is no fraudulent act, misfeasance or wrongful act on his part leading to the dissolution of such company and/or business entities and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of such company and/or business entities.

As at the Latest Practicable Date, Mr. Toh is a controlling shareholder of our Company and is deemed to be interested in an aggregate of 1,500,000,000 Shares of the Company, held by TEK Assets Management Limited (a company 100% owned by Mr. Toh), pursuant to Part XV of the SFO. In addition, as of the Latest Practicable Date, Mr. Toh also held 250 shares (representing 0.5% of the shareholding interest) of Eng Leng (Thailand) Co., Ltd., an indirect non-wholly owned subsidiary of the Company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Toh had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Toh does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Toh held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Toh for a term of three years commencing from the Listing Date, automatically renewable for a term of three years. The service fee payable to Mr. Toh is S\$240,000 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

4. General

- (i) The emoluments of the executive Directors are determined with reference to the Directors' duties and responsibilities, the individual director's overall performance, the Company's performance, as well as the prevailing market conditions.
- (ii) Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Hygieia Group Limited (the “Company”) will be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:30 a.m., or immediately after the conclusion of the 2020 annual general meeting of the Company to be held on the same day, on Tuesday, 11 October 2022 to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements, the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 December 2021.
2. To declare a final dividend of S\$0.00075 per share of the Company for the year ended 31 December 2021.
3. To re-elect the following Directors:
 - i. Mr. Tan Wu Hao as an independent non-executive Director;
 - ii. Mr. Wong Yuk as an independent non-executive Director; and
 - iii. Mr. Toh Eng Kui as an executive Director.
4. To authorise the Board to fix the remuneration of the Company’s Directors;
5. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors and to authorise the Board to fix their remuneration.

And to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
 - (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes of the Company adopted from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue 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 (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly;
 - (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of such 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 existence 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).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with all applicable laws and requirements in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional on the passing of resolutions numbered 6 and 7 above, the general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 6 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 7 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”

By Order of the Board
Hygieia Group Limited
Toh Eng Kui
Chairman

Hong Kong, 8 September 2022

As at the date of this notice, the executive Directors are Mr. Toh Eng Kui, Mr. Peh Poon Chew and Ms. Toh Lek Siew; and the independent non-executive Directors are Mr. Koh How Thim, Mr. Tan Wu Hao and Mr. Wong Yuk.

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 6 October 2022 to Tuesday, 11 October 2022, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 October 2022.
2. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
4. In order to be valid, the signed and completed form of proxy must be deposited at the Company’s branch 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 and in any event not less than 48 hours before the time of the AGM (i.e. not later than 10:30 a.m. on Sunday, 9 October 2022) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company’s branch share registrar in Hong Kong together with the form of proxy.