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## **Human Health Holdings Limited**

### **盈健醫療集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1419)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Human Health Holdings Limited (the “**Company**”) will be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 2 December 2022 at 2:00 p.m., for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2022;
2. to declare a final dividend;
3. to appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors of the Company (the “**Board**”) to fix its remuneration;
4. (a) to re-elect Mr. Chan Kin Ping, BBS, JP as an executive Director;  
(b) to re-elect Mr. Poon Chun Pong as an executive Director;  
(c) to re-elect Dr. Lui Sun Wing as an independent non-executive Director; and  
(d) to authorise the Board to fix the remuneration of the Directors;

## ORDINARY RESOLUTIONS

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

“**THAT:**

- (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares of the Company; (ii) securities convertible into shares of the Company; and (iii) options, warrants or similar rights to subscribe for any shares or convertible securities of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers 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 and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;
  - (iii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company;

(iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company;

shall not exceed 20 per cent of the number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly;

- (d) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the shares of the Company at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company or (ii) any securities convertible into new shares of the Company, for cash consideration;
- (e) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of securities of the Company that may be issued pursuant to the approval in paragraph (a) of this resolution as may be extended by Resolution 7 below set out in the notice convening this meeting of which this resolution forms part if so passed, as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval, shall be adjusted to such extent accordingly; and
- (f) for the purpose of this resolution:

“Relevant Period” means the period from 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 any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“benchmarked price” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”;

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

- (c) the aggregate number of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval shall be adjusted to such extent accordingly; and
  - (d) for the purpose of this resolution, “Relevant Period” means the period from 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 any applicable laws of the Cayman Islands to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”;
7. “**THAT**, subject to the passing of Resolutions 5 and 6 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution.”;

## SPECIAL RESOLUTION

and to, as special business, consider and, if thought fit, pass the following resolution as a special resolution:

8. **“THAT:**

- (a) The proposed amendments to the existing amended and restated articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 29 October 2022, be and are hereby approved;
- (b) the second amended and restated articles of association of the Company (the **“New Articles of Association”**), incorporating and consolidating all the Proposed Amendments in compliance with the applicable laws, a copy of which is marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, be and are hereby adopted, confirmed and approved as the articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting; and
- (c) any one Director be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles of Association.”

Yours faithfully,  
By order of the Board  
**Chan Kin Ping**  
*Chairman*

Hong Kong, 29 October 2022

*Principal place of business:*

12th Floor  
Enterprise Square Two  
3 Sheung Yuet Road  
Kowloon Bay  
Kowloon, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the forthcoming annual general meeting on Friday, 2 December 2022 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share 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 Monday, 28 November 2022.
5. For the purpose of ascertaining the Shareholders' entitlement to receive the final dividend, the register of members of the Company will be closed from Thursday, 8 December 2022 to Friday, 9 December 2022, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant share 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, 7 December 2022.
6. As at the date of this notice, the executive Directors are Mr. Chan Kin Ping, BBS, JP, Dr. Pang Lai Sheung, Dr. Sat Chui Wan and Mr. Poon Chun Pong; the independent non-executive Directors are Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In view of the outbreak of coronavirus disease 2019 (“**COVID-19**”) and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the annual general meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on Shareholders, proxies and other attendees. Any person with a body temperature of over 37.3 degrees Celsius will be required to leave the annual general meeting venue.
- (ii) Each attendee must scan the LeaveHomeSafe venue and vaccination record QR codes and comply with the requirements of the vaccine pass direction under the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong) prior to entry to the annual general meeting venue.
- (iii) Shareholders, proxies and other attendees may be asked whether (a) he/she travelled outside of Hong Kong within the 14 days period immediately before the annual general meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the annual general meeting venue and/or be required to leave the annual general meeting venue.
- (iv) Shareholders, proxies and other attendees are required to wear surgical face masks inside the annual general meeting venue at all times. Any person who does not comply with this requirement will be required to leave the annual general meeting venue.
- (v) Seating at the annual general meeting venue will be arranged so as to allow for appropriate social distancing.
- (vi) NO distribution of corporate gift or refreshment will be served at the annual general meeting.

Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

To the extent permitted under law, the Company reserves the right to require any person to leave the annual general meeting venue in order to ensure the safety of the attendees at the annual general meeting.



In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting instead of attending the annual general meeting in person.

If Shareholders have any questions relating to the annual general meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong Branch Share Registrar as follows:

Tricor Investor Services Limited  
17/F  
Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
Tel: (852) 2980 1333