
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Dingdang Health Technology Group Ltd., you should at once hand this circular and the accompanied form of proxy to the purchaser or 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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**DINGDANG HEALTH TECHNOLOGY GROUP LTD.****叮嚙健康科技集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 09886)**

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

A notice convening the AGM of the Dingdang Health Technology Group Ltd. to be held at 3:00 p.m. on Thursday, June 8, 2023 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC, is set out on pages 21 to 25 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanied form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. on Tuesday, June 6, 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

April 27, 2023

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, June 8, 2023 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC or any adjournment thereof, notice of which is set out on pages 21 to 25 of this circular
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Dingdang Health Technology Group Ltd., an exempted company incorporated in the Cayman Islands with limited liability on August 20, 2014, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 09886)
“Companies Act”	the Companies Act, Cap 22 (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Controlling Shareholders Group”	a group of controlling shareholders (as defined in the Listing Rules) of the Company, including Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation and Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited, and Go Far Limited
“Director(s)”	the director(s) of the Company
“Global Offering”	has the meaning ascribed to it in the Prospectus, namely, the conditional offering of 33,357,000 Shares (without taking account the Over Allotment Option (as defined in the Prospectus)) for subscription at the offer price of HK\$12.00 per Share subject to the terms and conditions as described in the Prospectus

DEFINITIONS

“Group”	the Company, its subsidiaries and its consolidated affiliated entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate, and adding thereto any Shares representing the aggregate number of Shares buy-back by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	April 21, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	September 14, 2022, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme adopted by the Company on May 1, 2020
“Prospectus”	the prospectus of the Company dated September 1, 2022

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares on the Stock Exchange of not exceeding in aggregate 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Restricted Share Scheme”	the restricted share scheme adopted by the Company on May 1, 2020
“RMB”	Renminbi, the lawful currency of the PRC
“RSU Scheme”	the restricted share unit scheme adopted by the Company on May 1, 2020
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001 per share
“Shareholder(s)”	the holder(s) of the Share(s)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮嚙健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

Chairman and Executive Director:

Mr. YANG Wenlong *(President)*

Executive Directors:

Mr. XU Ning

Mr. YU Lei

Mr. YU Qinglong

Non-executive Directors:

Ms. CAI Li

Ms. LIAN Suping

Independent non-executive Directors:

Mr. ZHANG Shouchuan

Mr. FAN Zhenhong

Mr. JIANG Shan

Registered Office:

Maples Corporate Services Limited

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

***Head Office and Principal Place
of Business in the PRC:***

Building 1, Yard 50

Dengshikou Street

Dongcheng District

Beijing

PRC

Principal Place of Business in Hong Kong:

Unit 3512, 35/F

The Center, 99 Queen's Road Central

Central

Hong Kong

April 27, 2023

To the Shareholder(s)

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of general mandates to issue Shares and repurchase Shares; (ii) the re-election of retiring Directors; and (iii) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On August 25, 2022, resolutions of the Company were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose following resolutions at the AGM to give the Directors:

- (a) a general mandate to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing the resolution granting the Issue Mandate;
- (b) a general mandate to repurchase Shares not exceeding in aggregate 10% of the total number of Shares in issue as at the date of passing the resolution granting the Repurchase Mandate;
- (c) a general mandate to extend the number of Shares which can be allotted, issued and dealt with under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the “**Extension Mandate**”)

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at 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 any applicable laws or the Articles to be held; and (iii) the revocation or variation by ordinary resolutions of the Shareholder(s) in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate, the Repurchase Mandate and the Extension Mandate. The Directors wish to state that they have no immediate plans to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 21 to 25 of the circular for details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

As at the Latest Practicable Date, the number of issued Shares was 1,341,472,897 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 268,294,579 Shares and the Repurchase Mandate will grant the Directors an authority to repurchase 134,147,289 Shares.

3. EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 26.4 of the amended and restated Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which such Director retires and shall be eligible for re-election thereafter. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

In accordance with Article 26.3 of the amended and restated Articles, any Director appointed by the Board to fill a casual vacancy or as an additional Director to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, at the forthcoming AGM to be held on June 8, 2023, Mr. Yang Wenlong, Mr. Xu Ning, Mr. Zhang Shouchuan, Mr. Fan Zhenhong and Mr. Jiang Shan, will retire from office and being eligible, will offer themselves for re-election at the AGM.

Being the independent non-executive Directors eligible for re-election at the AGM, each of Mr. Zhang Shouchuan, Mr. Fan Zhenhong and Mr. Jiang Shan, has given an annual confirmation as to their independence according to the factors on independence set out in Rule 3.13 of the Listing Rules. Nothing has come to the attention of the Board which may adversely affect the independence of Mr. Zhang Shouchuan, Mr. Fan Zhenhong and Mr. Jiang Shan. On the above basis, the Board believes that Mr. Zhang Shouchuan, Mr. Fan Zhenhong and Mr. Jiang Shan shall continue to be independent of the Company in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contributions of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy, Director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the AGM. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the above Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 25 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of general mandates to issue Shares and repurchase Share and the re-election of retiring Directors.

6. FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ddjkt.com. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Tuesday, June 6, 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rule and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy (or being a corporation, by its authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

8. CLOSURE OF REGISTER OF MEMBERS

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 Monday, June 5, 2023 to Thursday, June 8, 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, June 2, 2023.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include 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 is no omission of other matters which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors considers that the proposed resolutions in relation to the granting of general mandates to issue Shares and repurchase Shares, the re-election of retiring Directors and other resolution(s) to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

11. GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
DINGDANG HEALTH TECHNOLOGY GROUP LTD.
YANG WENLONG
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the the Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,341,472,897 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,147,289 Shares, representing 10% of the aggregate number of the total issued Shares as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR SHARE REPURCHASE

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

4. FUNDING OF SHARE REPURCHASE

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may be made with profits of the Company or out of the proceeds of the issue of new Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the Companies Act, out of the share capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company, or, if so authorised by the Articles and subject to the Companies Act, out of the share capital.

5. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing positions of the Company as compared with the positions disclosed in the audited financial statements of the Company for the year ended December 31, 2022 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
September (since the Listing Date)	12.44	11.32
October	12.50	10.00
November	12.18	11.08
December	13.06	11.02
2023		
January	12.70	11.32
February	12.48	7.30
March	20.20	3.47
April (up to and including the Latest Practicable Date)	3.65	3.06

7. UNDERTAKINGS OF THE DIRECTORS

Neither Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

Neither Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders who are interested in 30% or more of the Company's issued share capital, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Number of Shares interested	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Delight Health Limited ⁽¹⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Delight Faith Limited ⁽¹⁾⁽²⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Future Health Limited ⁽³⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Go Far Limited ⁽³⁾⁽⁴⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Excel Returns Group Limited ⁽⁵⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Go Prosper Enterprises Corporation ⁽⁶⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Much Premium Investment Limited ⁽⁶⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Mr. Yang Wenlong ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Mr. Yang Yibin ⁽¹⁾⁽²⁾⁽⁸⁾	660,205,360	49.21%	54.68%
Mr. Yang Xiao ⁽³⁾⁽⁴⁾⁽⁸⁾	660,205,360	49.21%	54.68%

Notes:

- (1) Delight Health Limited directly holds 276,712,555 Shares in the Company and is wholly owned by Delight Faith Limited.
- (2) Delight Faith Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Yibin as to 40% of its equity interests.
- (3) Future Health Limited directly holds 295,499,475 Shares in the Company and is wholly owned by Go Far Limited.
- (4) Go Far Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Xiao as to 40% of its equity interests.
- (5) Excel Returns Group Limited directly holds 11,760,000 Shares in the Company and is wholly-owned by Delight Faith Limited. Excel Returns Group Limited functions as the platform to hold Shares subject to the Pre-IPO Share Option Scheme and the RSU Scheme. It will transfer the Shares to the relevant grantees upon exercise of the options under the Pre-IPO Share Option Scheme and/or the vesting of restricted share units under the RSU Scheme, and the grantee will in turn irrevocably delegate the voting rights attached to such Shares owned by him/her upon vesting to Mr. Yang Wenlong or such other person as designated by Mr. Yang Wenlong. Each of Mr. Yang Wenlong and Excel Returns Group Limited undertakes that, upon Listing, he/it will not exercise voting rights attached to any Shares held by Excel Returns Group Limited in relation to options or restricted share units which have not been exercised or vested.
- (6) Go Prosper Enterprises Corporation and Much Premium Investment Limited directly hold 54,400,000 and 21,833,330 Shares in the Company, respectively, and function as the platforms of the Restricted Share Scheme. Go Prosper Enterprises Corporation and Much Premium Investment Limited are wholly-owned by Restricted Share Scheme Participants.

- (7) Mr. Yang Wenlong was indirectly interested in a total of 660,205,360 Shares of the Company, representing approximately 49.21% of the Company's total issued Shares, including (i) 288,472,555 Shares being held through Delight Faith Limited and its subsidiaries, (ii) 295,499,475 Shares being held through Go Far Limited and its subsidiaries, and (iii) 76,233,330 Shares being held or controlled through voting rights entrustment arrangements with Go Prosper Enterprises Corporation and Much Premium Investment Limited.
- (8) Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation and Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited, and Go Far Limited formed the Controlling Shareholders Group of our Company. As such, each of Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, and Delight Faith Limited are deemed to be interested in the Shares held by other members of the Controlling Shareholders Group for purpose of Part XV of the SFO.

Based on the shareholdings of the above substantial Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full the Repurchase Mandate to repurchase Shares, it will trigger the Takeovers Code as a result of which the aggregate interests of the above Shareholders will be increased proportionately to 54.68% and such Shareholders may be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

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

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election at the AGM.

(1) Mr. Yang Wenlong

Mr. Yang Wenlong (楊文龍) (“**Mr. Yang**”), aged 61, is the founder and controlling Shareholder of the Company. Mr. Yang was appointed as the executive Director of the Company on August 20, 2014. Mr. Yang is also the Chairman of the Board and President of the Company, and is responsible for supervising daily operations and business development, supervising overall business planning and implementation. Mr. Yang is the chairman of the Nomination Committee.

Mr. Yang is also currently a director of several subsidiaries of the Group, including Dingdang Health Limited and Dingdang Health Technology Group (HK) Limited. Mr. Yang has over 21 years of experience in the pharmaceutical and healthcare industry in the PRC. Mr. Yang has been the chairman of the board of directors and the president of Renhe (Group) Development Co., Ltd. since July 2001. From January 2023, Mr. Yang has been elected as a standing member of the thirteenth session of the Chinese People’s Political Consultative Conference (CPPCC) of Jiangxi Province. Mr. Yang is also currently the vice chairman of Jiangxi Federation of Industry and Commerce (General Chamber of Commerce). From March 2013 to December 2022, Mr. Yang served as a deputy officer of the Central Population, Medicine and Health Committee of China National Democratic Construction Association (CNDCA). Mr. Yang served as the chairman of Yichun Federation of Industry and Commerce, and also consecutively served as a member of the eleventh, twelfth and thirteenth session of The National Committee of the CPPCC, a member of the ninth, tenth and eleventh session of CNDCA, as well as the vice chairman of the seventh, eighth and ninth session of Jiangxi Municipal Committee of CNDCA and the vice chairman of Zhangshu Committee of the CPPCC. Mr. Yang served as the chairman of the board and the general manager of Jiangxi Kangmei Medical Health Care Products Co., Ltd. (江西康美醫藥保健品有限公司), a company engages in medical and health business, from November 1998 to July 2001.

Mr. Yang obtained an MBA from Renmin University in November 2004 in Beijing, the PRC and obtained a certificate upon completion of the fifth China CEO program of Cheung Kong Graduate School of Business in November 2010 in Beijing, the PRC. Mr. Yang holds a certificate of senior economist issued by Ministry of Personnel of Jiangxi Province, now known as Jiangxi Province Human Resources and Social Security Department, in January 2004 and a Chinese herbalist certificate issued by Zhangshu Title Reform Leading Group (樟樹市職稱改革領導小組) in October 1997.

As at the Latest Practicable Date, Mr. Yang was deemed to be interested in an aggregate of 660,205,360 Shares and underlying Shares, within the meaning of Part XV of the SFO. Mr. Yang is a member of our Controlling Shareholders Group, and the father of Mr. Yang Yibin and Mr. Yang Xiao, who are also members of our Controlling Shareholders Group.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yang has entered into a service contract with the Company for an initial term of three years with effect from June 17, 2021 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier), which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association.

Mr. Yang has not received any monetary remuneration as the executive Director as of the Latest Practicable Date but has received certain share-based compensation. For his remaining term as an executive Director, Mr. Yang may receive monetary remuneration from the Group with reference to his specific management position in the Company, which will be determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position. Details of such remuneration, if any, will be disclosed in the annual report of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Yang has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Yang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

(2) Mr. Xu Ning

Mr. Xu Ning (徐寧) (“Mr. Xu”), aged 44, was appointed as the executive Director of the Company on May 26, 2021.

Mr. Xu is also the Vice President of the Company, and is responsible for assisting the President with the day-to-day operation and management of the Group.

Mr. Xu has served as the vice president and chief financial officer of Dingdang Medicine Express Technology Group Ltd. since January 2016 and a director of Dingdang Medicine Express Technology Group Ltd. since September 2020. Mr. Xu is also currently a director of several subsidiaries and consolidated affiliated entities of the Group, including Dingdang (Beijing) Health Management Co., Ltd. (叮噹(北京)健康管理有限公司), Dingdang Kuaiyao (Beijing) Technology Development Co., Ltd. (叮噹快藥(北京)技術開發有限公司), Tianjin Delight Health Investment Limited (天津健興投資有限公司) and Tianjin Ding Health Technology Limited (天津叮健科技有限公司). Before joining the Group, Mr. Xu held positions in two media companies, including serving as the chief financial officer of Dongfang Fengxing (Beijing) Media Culture Co., Ltd. (東方風行(北京)傳媒文化有限公司) from July 2009 to December 2015 and the chief financial officer of Shanghai Framedia Advertising Development Co., Ltd. (上海框架廣告發展有限公司) from April 2007 to July 2009. Mr. Xu also served as the financial manager of China Economic Herald from July 2000 to June 2006.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Xu obtained a bachelor's degree of Tax from Shanghai University of Finance and Economics in Shanghai, the PRC in July 2000. He is an intermediate accountant since May 2007, an associate of The Chinese Institute of Certified Public Accountants (CICPA) since September 2010 (currently non-practising), and an associate of The Chartered Institute of Management Accountants (CIMA) since November 2020.

As at the Latest Practicable Date, Mr. Xu was deemed to be interested in an aggregate of 5,000,000 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Xu has entered into a service contract with the Company for an initial term of three years with effect from June 17, 2021 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier), which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association.

Mr. Xu does not receive any remuneration as an executive Director, and is entitled to receive an annual remuneration of no more than RMB1,449,000 (but is subject to adjustment upon the approval by the Board) and certain share-based compensation with reference to his specific management position in the Company, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Xu has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Xu has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

(3) Mr. Zhang Shouchuan

Mr. Zhang Shouchuan (張守川) (“**Mr. Zhang**”) aged 57, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment is effective from September 1, 2022. Mr. Zhang is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee, respectively.

Mr. Zhang has considerable experience in advising a wide spectrum of information technology. Mr. Zhang currently serves as the executive director and general manager of Hebei Litian Longde Technology Co., Ltd. (河北力天隆德科技有限公司) since December 2019, the chairman of the board of directors of Beijing Hengtao Technology Co., Ltd. (北京恒桃科技有限公司) since February 2019, the supervisor of Beijing Zhiyan Technology Co., Ltd. (北京智研科技有限公司) since June 2017, the general manager of Beijing Tiantao Technology Co.,

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ltd. (北京天桃科技有限公司) since May 2017, the executive director of Henan Taogu Information Technology Co., Ltd. (河南桃穀資訊科技有限公司) since November 2016, the independent non-executive director of Hebei Tangren Pharmaceutical Co., Ltd. (河北唐人醫藥股份有限公司) since April 2016, the executive director of Hebei Taogu Technology Co., Ltd. (河北桃穀科技有限公司) since March 2016, and the chairman of the board of directors and chief executive officer of Beijing Taogu Technology Co., Ltd. (北京桃穀科技有限公司) since March 2015, respectively. The companies where Mr. Zhang are engaged mainly focus on medical services and promotion and application of technology. From August 2013 to February 2015, Mr. Zhang served as the chief operating officer of Alibaba Health Information Technology Limited (a company listed on the Stock Exchange (stock code: 00241) with a focus on medical and healthcare services). Prior to that, Mr. Zhang worked for two retail companies, including serving as the vice president of Beijing Jingdong Century Trading Co., Ltd. (北京京東世紀貿易有限公司) from December 2009 to August 2013, and the general manager of Metro AG Northern China from 1996 to September 2008, respectively.

Mr. Zhang obtained a bachelor's degree of Sanskrit Pali Language from Peking University in Beijing, the PRC in July 1989, and obtained his EMBA from Guanghua School of Management, Peking University in Beijing, the PRC in January 2015. In March 2017, Mr. Zhang was appointed by the Global Doctor Organization (China) as a senior strategic expert in the "Top-level Design and Senior Management Seminar for Chinese Internet Hospitals".

Mr. Zhang has entered into an appointment letter with the Company for a term of three years from the date of the Prospectus or until the third annual general meeting of the Company since the Listing Date, whichever ends earlier, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the appointment letter entered into with the Company, Mr. Zhang is entitled to receive an annual Director's fee of HK\$336,000, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Zhang did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Zhang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(4) Mr. Fan Zhenhong

Mr. Fan Zhenhong (樊臻宏) (“Mr. Fan”), aged 55, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment is effective from September 1, 2022. Mr. Fan is a member of the Audit Committee and the Nomination Committee as well as the chairman of the Remuneration Committee, respectively.

Mr. Fan has rich experience working in investment management companies. He currently serves as the responsible officer of First Seafront Financial Limited (第一前海金融有限公司) since September 2019, and a non-executive director of Beijing Jianguang Asset Management Co., Ltd. (北京建廣資產管理有限公司) since October 2014, respectively. From May 2010 to September 2019, Mr. Fan served as the general manager of Tianjin Huitong Taihe Investment Management Co., Ltd. (天津匯通太和投資管理有限公司).

Mr. Fan obtained a bachelor’s degree of communication from Nanjing University of Posts and Telecommunications in Nanjing, the PRC in July 1987, a master’s degree of electrical machinery from Rutgers University in New Jersey, the United States in October 1992, and a PhD in Finance and Statistics from Stern School of Business, New York University in New York, the United States in January 2000, respectively.

Mr. Fan has entered into an appointment letter with the Company for a term of three years from the date of the Prospectus or until the third annual general meeting of the Company since the Listing Date, whichever ends earlier, which may be terminated by not less than 3 months’ notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the appointment letter entered into with the Company, Mr. Fan is entitled to receive an annual Director’s fee of HK\$336,000, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fan (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Fan did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Fan has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(5) Mr. Jiang Shan

Mr. Jiang Shan (姜山) (“**Mr. Jiang**”) aged 51, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment is effective from September 1, 2022. Mr. Jiang is the chairman of the Audit Committee.

Mr. Jiang has considerable experience in advising a wide spectrum of financial management. Mr. Jiang served as the independent non-executive director of Beijing Meizhong Yihe Medical Management (Group) Co., Ltd. (北京美中宜和醫療管理(集團)股份有限公司), a company providing healthcare services. Mr. Jiang also worked in several financial institutions. From April 2018 to February 2019, Mr. Jiang served as the co-chief financial officer of China Renaissance Holdings Limited (a company listed on the Stock Exchange (stock code: 01911)). Prior to that, Mr. Jiang held various positions from July 2011 to July 2012 at Morgan Stanley Huaxin Securities, including serving as managing director of the investment banking department. Mr. Jiang worked in TPG Capital from February 2007 to January 2009, serving as director of the investment team and the chief representative of the Beijing representative office of TPG Capital China Limited from August 2007 to January 2009. Mr. Jiang was the executive director in the corporate finance department of Goldman Sachs (Asia) L.L.C. from September 2004 to January 2007, and he also held various positions at UBS from April 2000 to September 2004, including as director of the investment banking department. Mr. Jiang served as an auditor at Arthur Andersen Huaqiang CPAs from July 1994 to May 1997.

Mr. Jiang received a bachelor’s degree in English from Beijing Foreign Studies University in Beijing, the PRC in July 1994 and his master’s degree in business administration from Kelley School of Business, Indiana University in Indiana, the United States in May 1999. Mr. Jiang has been a member of The Chinese Institute of Certified Public Accountants since March 2002 (currently non-practising).

Mr. Jiang has entered into an appointment letter with the Company for a term of three years, from the date of the Prospectus or until the third annual general meeting of the Company since the Listing Date, whichever ends earlier, which may be terminated by not less than 3 months’ notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the appointment letter entered into with the Company, Mr. Jiang is entitled to receive an annual Director’s fee of HK\$336,000, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Jiang did not hold any Shares and underlying

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Jiang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮嚕健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Dingdang Health Technology Group Ltd. (the “**Company**”) will be held at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC on Thursday, June 8, 2023 at 3:00 p.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company, its subsidiaries and its consolidated affiliated entities and the reports of the directors and auditor of the Company for the year ended December 31, 2022.
2. To re-elect the following directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Yang Wenlong as an executive Director
 - (ii) To re-elect Mr. Xu Ning as an executive Director
 - (iii) To re-elect Mr. Zhang Shouchuan as an independent non-executive Director
 - (iv) To re-elect Mr. Fan Zhenhong as an independent non-executive Director
 - (v) To re-elect Mr. Jiang Shan as an independent non-executive Director
3. To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

5. “**THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), 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 shares of US\$0.0001 each in the share capital of the Company, 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, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as herein after defined) 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 after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of warrants to subscribe for shares; or (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; shall not exceed 20% of the total number of shares in issue as at the date of the passing of this resolution, and the said approval shall be limited 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 law 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 of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares or an offer or issue of warrants, options or other securities which carry a right to subscribe for shares, open for a period fixed by the Directors to the holders of shares or any class of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares, which may 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 total number of shares in issue as at the date of the passing of this resolution, and the said approval shall be limited 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 law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional 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 5 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 6 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.”

By order of the Board
DINGDANG HEALTH TECHNOLOGY GROUP LTD.
YANG WENLONG
Chairman

Hong Kong, April 27, 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, June 5, 2023 to Thursday, June 8, 2023, both dates inclusive, during which period no transfer of shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, June 2, 2023.
2. Any shareholders of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, under the hand of an officer or attorney duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Tuesday, June 6, 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
5. With respect to resolution numbered 2 of this notice, Mr. Yang Wenlong, Mr. Xu Ning, Mr. Zhang Shouchuan, Mr. Fan Zhenhong and Mr. Jiang Shan, shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated April 27, 2023.
6. With respect to resolution numbered 5 of this notice, the Directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 6 of this notice, the Directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated April 27, 2023.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As of the date of this notice, the executive Directors are Mr. YANG Wenlong, Mr. XU Ning, Mr. YU Lei and Mr. YU Qinglong, the non-executive Directors are Ms. CAI Li and Ms. LIAN Suping, and the independent non-executive Directors are Mr. ZHANG Shouchuan, Mr. FAN Zhenhong and Mr. JIANG Shan.