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If you have sold or transferred all your shares in Hygeia Healthcare Holdings Co., Limited, you should at once hand this circular 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 the transferee.

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Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

**DECLARATION OF FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Hygeia Healthcare Holdings Co., Limited to be held at Coral Room 1, B1 Floor InterContinental Shanghai Jing'an, No. 500, Heng Feng Road, Jing'an District Shanghai, the PRC on June 28, 2023 at 3:00 p.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

April 27, 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Coral Room 1, B1 Floor InterContinental Shanghai Jing’An, No. 500, Heng Feng Road, Jing’an District Shanghai, the PRC on June 28, 2023 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 19 to 24 of this circular
“Articles of Association”	the second amended and restated memorandum and articles of association of the Company adopted on June 28, 2022 (as amended from time to time)
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on September 12, 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Zhu Yiwen, Ms. Zhu Jianqiao, Century River Investment Holdings Limited, Century River Holdings Limited, Red Palm Investment Holdings Limited, Red Palm Holdings Limited and Amber Tree Holdings Limited
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, extended and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Gamma Star Tech”	Shanghai Gamma Star Technology Development Co., Ltd*. (上海伽瑪星科技發展有限公司), a limited liability company established in the PRC on May 20, 2004 and a wholly-owned subsidiary of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	April 20, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	the date, namely June 29, 2020, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange Limited, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, references herein do not apply to Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of US\$0.00001 each
“Shareholder(s)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

* *For identification purposes only*

LETTER FROM THE BOARD



Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

Executive Directors:

Mr. Zhu Yiwen (*Chairman*)
Ms. Cheng Huanhuan
Mr. Ren Ai
Mr. Zhang Wenshan
Ms. Jiang Hui

Registered office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Independent non-executive Directors:

Mr. Liu Yanqun
Mr. Ye Changqing
Mr. Zhao Chun

Headquarters in the PRC:

Suites 702-707
Enterprise Square
No. 228 Meiyuan Road
Jing'an District, Shanghai
the PRC

Principal place of business in Hong Kong:

40/F., Dah Sing Financial Centre,
No. 248 Queen's Road East
Wanchai, Hong Kong

April 27, 2023

To the Shareholders

Dear Sir or Madam

**DECLARATION OF FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: the proposals for (i) the declaration of final dividend, (ii) the proposed re-election of the retiring Directors, and (iii) the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

DECLARATION OF FINAL DIVIDEND

As mentioned in the annual results announcement for the year ended December 31, 2022 of the Company dated March 20, 2023, the Board recommended a final dividend of RMB0.15 per Share for the year ended December 31, 2022, totaling approximately RMB94.7 million, which is subject to the approval of Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or before July 27, 2023 to Shareholders whose name appear on the register of members of the Company on July 7, 2023. To determine the identity of the Shareholders entitled to receive the final dividend, the transfer books and register of members of the Company will also be closed from July 4, 2023 to July 7, 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the payment of final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on July 3, 2023.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 109(a) of the Articles of Association, at each annual general meeting 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 be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with Article 109(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have

LETTER FROM THE BOARD

been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Zhu Yiwen (executive Director), Ms. Cheng Huanhuan (executive Director) and Mr. Zhang Wenshan (executive Director), being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors according to the nomination policy of the Company, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee has considered Mr. Zhu Yiwen's rich clinical experience as being an experienced physician, his working profile and knowledge in business and general management. The Nomination Committee is satisfied that Mr. Zhu Yiwen has performed his duties as an executive Director effectively. The Board is of the opinion that Mr. Zhu Yiwen with his knowledge and experience will continue to bring valuable contribution to the Board.

The Nomination Committee has also considered Ms. Cheng Huanhuan and Mr. Zhang Wenshan's rich experience in the daily management and operation of the Group, their working profile and knowledge in business and general management. The Nomination Committee is satisfied that Ms. Cheng Huanhuan and Mr. Zhang Wenshan have performed their duties as executive Directors effectively. The Board is of the opinion that Ms. Cheng Huanhuan and Mr. Zhang Wenshan with their knowledge and experience will continue to bring valuable contribution to the Board.

The Nomination Committee has nominated and the Board has recommended Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Mr. Zhang Wenshan to stand for re-election at the Annual General Meeting.

The biographical details of the aforesaid retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to Rule 13.36 of the Listing Rules, for the General Mandate to issue

LETTER FROM THE BOARD

Shares. An ordinary resolution no. 8(A) will be proposed at the Annual General Meeting to grant to the Directors the General Mandate to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the total number of issued Shares as at the date of the passing of such resolution. As at the Latest Practicable Date, the total number of issued Shares comprised 631,524,200 Shares. Subject to the passing of the above ordinary resolution no. 8(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 126,304,840 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 8(C), the number of Shares repurchased by the Company under the ordinary resolution no. 8(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the General Mandate as mentioned in the ordinary resolution no. 8(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares as at the date of the passing of the General Mandate and Repurchase Mandate. The Directors have no immediate plans to issue any new shares of the Company pursuant to the General Mandate.

PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution no. 8(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of the passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For purpose of determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from June 23, 2023 to June 28, 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 21, 2023.

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The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or before July 27, 2023 to Shareholders whose name appear on the register of members of the Company on July 7, 2023. To determine the identity of the Shareholders entitled to receive the final dividend, the transfer books and register of members of the Company will also be closed from July 4, 2023 to July 7, 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the payment of final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on July 3, 2023.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 24 of this circular is the notice of Annual General Meeting at which, inter alia, the ordinary resolutions will be proposed to Shareholders to consider and approve the proposals for (i) the declaration of final dividend, (ii) the re-election of the retiring Directors, and (iii) the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, 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. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for declaration of final dividend, the re-election of the retiring Directors, the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board Hygeia

Healthcare Holdings Co., Limited

Mr. Zhu Yiwen

Chairman

The following are the particulars of the retiring Directors being eligible for re-election at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. Zhu Yiwen (朱義文) (“Mr. Zhu”), aged 59, was appointed as the non-executive Director and vice chairman of the Company on March 30, 2021, appointed as the Chairman of the Board on July 6, 2021, and re-designated as the executive Director of the Company on August 23, 2021. Mr. Zhu will be responsible for the mid to long term development strategy formulation and the disciplines development planning of the in-network hospital of the Group. Mr. Zhu is the father of Ms. Zhu Jianqiao (“**Ms. Zhu**”), and father-in-law of Mr. Ren Ai (“**Mr. Ren**”).

Mr. Zhu is an experienced physician with over 30 years of clinical experience. In September 1987, he started his career at The Affiliated Hospital of Xuzhou Medical University (徐州醫科大學附屬醫院), where he was trained to become a neurosurgeon and served as the director of the Gamma Knife Treatment Center* (伽瑪刀中心) and the deputy director of the Neurosurgical Department (神經外科) and Medical Affairs Department (醫務科) from November 1998 to October 2004. He subsequently served as the director of the Tumor Radiotherapy Center (腫瘤放療中心) and the deputy director of the Army-wide Chest Tumor Center* (全軍胸部腫瘤中心) of The 455th Hospital of Chinese People’s Liberation Army* (中國人民解放軍第四五五醫院) from October 2004 to December 2015. Mr. Zhu founded the Group in November 2009 and served as the general manager and a director of the Group until December 2019 and January 2020, respectively.

Mr. Zhu studied in clinical medicine at Xuzhou Medical University (徐州醫科大學, formerly known as Xuzhou Medical College (徐州醫學院)) and graduated in July 1987 with a bachelor's degree in medicine. He majored in neurosurgery and obtained his master's degree in clinical medicine from Nanjing Medical University (南京醫科大學, formerly known as Nanjing Medical College (南京醫學院)) in July 1992. In August 1999, Mr. Zhu was accredited as an associate-chief physician (副主任醫師) and an associate professor by the Personnel Department of Jiangsu Province* (江蘇省人事廳). He became a member of Chinese Medical Association (中華醫學會) in April 2002 and the 9th Radiation Oncology Specialty Society* (放射腫瘤治療專科學會) of Jiangsu Branch of the Chinese Medical Association* (中華醫學會江蘇分會) in July 2002.

Pursuant to the appointment letter and the service contract entered into between the Company and Mr. Zhu, his term of office is three years commencing from August 23, 2021 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. Mr. Zhu will be subject to retirement by rotation and re-election in accordance with the Articles of Association. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the service contract, Mr. Zhu is entitled to a salary of RMB493,400 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to his roles and responsibilities with the Company and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee with reference to the Company's performance, the prevailing market condition and his performance.

As of the Latest Practicable Date, Mr. Zhu is deemed to be interested in 281,424,815 Shares within the meaning of Part XV of SFO, which include (i) 112,051,636 Shares held by Century River Holdings Limited, a company wholly-owned by Century River Investment Holdings Limited, which is in turn wholly-owned by Mr. Zhu, (ii) 561,000 Shares held by Mr. Zhu, (iii) 82,774,691 and 82,774,691 Shares held by Amber Tree Holdings Limited and Red Palm Holdings Limited, respectively, which are wholly-owned by Red Palm Investment Holdings Limited and in turn wholly-owned by Ms. Zhu, one of the Controlling Shareholders, daughter of Mr. Zhu and acting in concert with Mr. Zhu pursuant to the concert party confirmation entered into between Mr. Zhu and Ms. Zhu dated September 25, 2019, (iv) 2,400,000 Shares held by Spruce Wood Investment Holdings Limited, a company wholly-owned by Mr. Ren, an executive Director, spouse of Ms. Zhu and son-in-law of Mr. Zhu, (v) 409,377 Shares through Group & Ray II Limited, which were awarded to Mr. Ren pursuant to the pre-IPO restricted share scheme adopted by the Company on July 17, 2019, and (vi) 453,420 Shares held by Mr. Ren.

Ms. Cheng Huanhuan (程歡歡) (“Ms. Cheng”), aged 39, was appointed as the Director of the Company on June 3, 2019 and was re-designated as the executive Director on September 18, 2019. Ms. Cheng has been with the Group for more than 10 years since it started its business in 2009, and was appointed as the chief executive officer of the Group on December 24, 2019, and re-designated as the Co-chief Executive Officer of the Company on August 23, 2021, primarily responsible for implementing decisions of the Board, and overseeing the daily operation and management of the Group.

Ms. Cheng has accumulated rich experience in the daily management and operation of the Group, gained in-depth understanding in the industry where the Group operates, and built strong recognition of its corporate culture. Ms. Cheng started to work at Gamma Star Tech as the secretary to the chairman of the board of Gamma Star Tech in April 2008, mainly responsible for assisting the chairman with various board matters in relation to development strategies, operational goals and corporate governance. One year later in May 2009, Ms. Cheng served as the investment director of the Group and was in charge of the acquisitions of existing hospitals and establishment of new hospitals. In January 2015, she started to serve as the director of investment and strategic business of the Group. Ms. Cheng participated in the formulation of the development strategies of the Group and supervised the implementation of its strategic goals. She was also in charge of Chongqing Hygeia Hospital Co., Ltd. which recorded monthly net profit within four months after commencement of operations. Ms. Cheng was promoted to the vice president of the Group in January 2018 and was subsequently appointed as the chief executive officer of the Group in December 24, 2019, and re-designated as the Co-chief Executive Officer of the Company on August 23, 2021.

Ms. Cheng majored in English at Sichuan International Studies University (四川外國語大學) (formerly known as Sichuan Foreign Language College (四川外語學院)) and obtained her bachelor’s degree in literature in July 2005. In March 2008, she graduated from Shanghai International Studies University (上海外國語大學) with a master’s degree in translation studies.

Ms. Cheng has entered into a service contract with the Company for a term of three years commencing from the Listing Date or until the third annual general meeting of the Company since the date of her appointment, whichever is sooner, unless terminated by not less than one month’s prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations. In accordance with the service contract, Ms. Cheng is entitled to a salary of RMB488,800 per annum (before tax) for her services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to her role and responsibilities with the

Company and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee with reference to the Company's performance, the prevailing market condition and her performance.

Mr. Zhang Wenshan (張文山) (“**Mr. Zhang**”), aged 41, was appointed as the executive Director of the Company on January 20, 2020 and has been the director of research & development and manufacturing of the Group since January 2014, primarily responsible for overseeing the research, development and manufacturing operations of the Group. Prior to joining the Group, in January 2007, Mr. Zhang joined Gamma Star Tech, responsible for manufacturing operations and after-sales services. Mr. Zhang was promoted as the director of research, development and manufacturing of the Group in January 2014 and has been the leader of the Group's research & development and manufacturing operations since then.

Mr. Zhang majored in administrative management and obtained a bachelor's degree in administrative management from Wuhan University (武漢大學) in June 2013 through a self-taught education program.

Mr. Zhang has entered into a service contract with the Company for a term of three years commencing from the Listing Date or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations. In accordance with the service contract, Mr. Zhang is entitled to a salary of RMB304,122 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to his role and responsibilities with the Company and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee with reference to the Company's performance, the prevailing market condition and his performance.

As of the Latest Practicable Date, Mr. Zhang is interested in 32,235 Shares within the meaning of Part XV of the SFO.

* *For identification purpose only*

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 631,524,200 Shares of nominal value of US\$0.00001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 63,152,420 Shares representing 10% of the total number of issued Shares during the period ending on the earliest 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 to be held by Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

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 repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

statements of the Company as at December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Director nor any of their respective associates (as defined under the Listing Rules), to the best of their knowledge and belief, having made all reasonable enquiries, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate 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, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the proposed Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhu Yiwen (朱義文) (“**Mr. Zhu**”), Ms. Zhu Jianqiao (朱劍喬) (“**Ms. Zhu**”) and Mr. Ren Ai (任愛) (“**Mr. Ren**”) were interested in approximately 44.56% of the existing issued share capital of the Company. Pursuant to the concert party confirmation, Mr. Zhu and Ms. Zhu act in concert in respect of their equity interests in the Company. Mr. Ren is the spouse of Ms. Zhu, and is therefore deemed to be interested in the Shares which are interested by of Ms. Zhu by virtue of the SFO. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Zhu, Ms. Zhu and Mr. Ren in the Company will be increased to approximately 49.51% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Mr. Zhu, Ms. Zhu and Mr. Ren to make a mandatory offer.

Name of Shareholder	Nature of interest	Number of Shares held ⁽⁵⁾	Approximate percentage of shareholding in the Company
Mr. Zhu ⁽¹⁾⁽³⁾	Interest in a controlled corporation/Interest of concert parties/Beneficial interest	281,424,815 (L)	44.56%
Century River Investment Holdings Limited ⁽¹⁾⁽³⁾	Interest in a controlled corporation/Interest of concert parties	281,424,815 (L)	44.56%
Century River Holdings Limited ⁽¹⁾⁽³⁾	Interest of concert parties/Beneficial interest	281,424,815 (L)	44.56%
Ms. Zhu ⁽²⁾⁽³⁾⁽⁴⁾	Interest in a controlled corporation/Interest of concert parties/Interest of spouse	281,424,815 (L)	44.56%
Red Palm Investment Holdings Limited ⁽²⁾⁽³⁾	Interest in a controlled corporation/Interest of concert parties	281,424,815 (L)	44.56%
Amber Tree Holdings Limited ⁽²⁾⁽³⁾	Beneficial interest/Interest of concert parties	281,424,815 (L)	44.56%
Red Palm Holdings Limited ⁽²⁾⁽³⁾	Beneficial interest/Interest of concert parties	281,424,815 (L)	44.56%

Notes:

- (1) Century River Holdings Limited is wholly-owned by Century River Investment Holdings Limited, which is in turn wholly-owned by Mr. Zhu. Therefore, Mr. Zhu and Century River Investment Holdings Limited are deemed to be interested in the Shares directly held by Century River Holdings Limited.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- (2) Each of Red Palm Holdings Limited and Amber Tree Holdings Limited is wholly-owned by Red Palm Investment Holdings Limited, which is in turn wholly-owned by Ms. Zhu. Therefore, Ms. Zhu and Red Palm Investment Holdings Limited are deemed to be interested in the total Shares directly held by Amber Tree Holdings Limited and Red Palm Holdings Limited.
- (3) Pursuant to the concert party confirmation, Mr. Zhu and Ms. Zhu have confirmed that they had and would continue to, for so long as they remain interested in the Shares, directly or indirectly, act in concert by aligning their votes at the shareholders' meetings of the Company. As such, Mr. Zhu and Ms. Zhu, together with Century River Holdings Limited, Century River Investment Holdings Limited, Red Palm Holdings Limited, Amber Tree Holdings Limited and Red Palm Investment Holdings Limited, are all deemed to be interested in the total Shares directly held by Century River Holdings Limited, Red Palm Holdings Limited and Amber Tree Holdings Limited.
- (4) Spruce Wood Investment Holdings Limited is wholly-owned by Mr. Ren. Therefore, Mr. Ren is deemed to be interested in the Shares directly held by Spruce Wood Investment Holdings Limited. Ms. Zhu is the spouse of Mr. Ren, and is therefore deemed to be interested in the Shares which are interested by Mr. Ren by virtue of the SFO.
- (5) The letter "L" denotes the entity's long position in the 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 issued share capital 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.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2022		
April	38.80	28.90
May	44.85	30.60
June	53.80	41.50
July	55.30	44.30
August	48.00	39.70
September	50.55	41.30
October	47.45	33.30
November	49.50	34.05
December	57.60	45.75
2023		
January	66.80	54.10
February	66.70	53.95
March	62.70	52.85
April (up to the Latest Practicable Date)	62.75	55.55

NOTICE OF ANNUAL GENERAL MEETING



Hygeia Healthcare Holdings Co., Limited

海吉亚医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6078)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Hygeia Healthcare Holdings Co., Limited (the “**Company**”) will be held at Coral Room 1, B1 Floor InterContinental Shanghai Jing’an, No. 500, Heng Feng Road, Jing’an District Shanghai, the PRC on June 28, 2023 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2022;
2. To declare a final dividend of RMB0.15 per share of the Company (“**Share**”) for the year ended December 31, 2022;
3. To re-elect Mr. Zhu Yiwen as an executive director of the Company (the “**Director**”);
4. To re-elect Ms. Cheng Huanhuan as an executive Director;
5. To re-elect Mr. Zhang Wenshan as an executive Director;
6. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
7. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the Board to fix its remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

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

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; or (3) any scrip dividend or similar arrangements 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; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:-

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of 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 exercise 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).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:-

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the resolutions numbered 8(A) and 8(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 8(A) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 8(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of passing of the said resolutions.”

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

Hong Kong, April 27, 2023

Registered office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Headquarters in the PRC:

Suites 702-707
Enterprise Square
No. 228 Meiyuan Road
Jing'an District, Shanghai
the PRC

Principal place of business in Hong Kong:

40/F., Dah Sing Financial Centre,
No. 248 Queen's Road East
Wanchai, Hong Kong

Notes:

- (i) Resolution numbered 8(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 8(A) and 8(B) are passed by the shareholders of the Company.
- (ii) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting 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.
- (v) For ascertaining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from June 23, 2023 to June 28, 2023, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 21, 2023.
- (vi) For ascertaining the entitlement to the proposed final dividend, the transfer books and register of members will be closed from July 4, 2023 to July 7, 2023, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on July 3, 2023.
- (vii) In respect of the ordinary resolution numbered 3 to 5 above, Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Mr. Zhang Wenshan shall retire and, being eligible, offer themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the accompanied circular dated April 27, 2023.
- (viii) In respect of the ordinary resolution numbered 8(A) above, the Directors hereby 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 in accordance with the Listing Rules.
- (ix) In respect of the ordinary resolution numbered 8(B) above, the directors of the Company hereby state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders as a whole. The Explanatory Statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated April 27, 2023.

As of the date of this notice, the Board comprises Mr. Zhu Yiwen (Chairman), Ms. Cheng Huanhuan, Mr. Ren Ai, Mr. Zhang Wenshan and Ms. Jiang Hui as executive Directors, and Mr. Liu Yanqun, Mr. Ye Changqing and Mr. Zhao Chun as independent non-executive Directors.