
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 adviser.

If you have sold or transferred all your shares in **Rici Healthcare Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**RICI HEALTHCARE HOLDINGS LIMITED****瑞慈醫療服務控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1526)**

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Rici Healthcare Holdings Limited to be held at 17/F, Qiantan International Plaza, Qirong Road 90, Pudong New District, Shanghai, PRC on June 19, 2023 at 2 p.m. is set out on pages AGM-1 to AGM-6 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 at www.hkexnews.hk and the website of the Company at www.rich-healthcare.com. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general 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 annual general meeting or any adjourned meeting thereof if they so wish.

April 28, 2023

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DEFINITIONS

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

“Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments proposal to be adopted by the Shareholders at the AGM
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 17/F, Qiantan International Plaza, Qirong Road 90, Pudong New District, Shanghai, PRC on June 19, 2023 at 2 p.m., or any adjournment thereof and notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of the Directors
“Company”	Rici Healthcare Holdings Limited (瑞慈醫療服務控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on July 11, 2014, with its Shares listed on the Main Board of the Stock Exchange
“Cayman Companies Act”	the Companies Act, (as revised) the Cayman Islands, as amended, re-enacted or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the relevant mandate

DEFINITIONS

“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 Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macao Special Administrative Region and Taiwan, unless otherwise specified
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the relevant mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	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 capital of the Company with a nominal value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



RICI HEALTHCARE HOLDINGS LIMITED

瑞慈醫療服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1526)

Executive Directors:

Dr. Fang Yixin

(Chairman and Chief Executive Officer)

Dr. Mei Hong

Mr. Fang Haoze

Ms. Lin Xiaoying

Registered office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Independent Non-executive Directors:

Dr. Wang Yong

Ms. Wong Sze Wing

Mr. Jiang Peixing

Principal place of business in Hong Kong:

Unit 2413A, 24/F

Tower One, Lippo Centre

89 Queensway

Admiralty, Hong Kong

April 28, 2023

To the Shareholders

Dear Sir or Madam

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and further information about the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the re-election of the Directors; and (c) the Proposed Amendments.

LETTER FROM THE BOARD

2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the general mandate to issue the Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,590,324,000 Shares. Subject to the passing of the ordinary resolution no. 4(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 318,064,800 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares repurchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate, if granted, will continue to be in force until 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 of Association to be held; or (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue in force until 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 of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

The Company has no current intention of exercising the Repurchase Mandate.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed 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.

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with article 25.1 of the Articles of Association, the Directors being Dr. Fang Yixin, Dr. Mei Hong and Ms. Lin Xiaoying shall retire from office as Directors. These Directors being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above Directors who are subject to re-election and offer themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Memorandum and Articles of Association and to adopt the Amended and Restated Memorandum and Articles of Association (i) for the purpose of conforming to the core shareholder protection standards as set out in the Appendix 3 to the Listing Rules, which took effect on January 1, 2022; and (ii) to make some other housekeeping improvements.

Details of the Proposed Amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular.

The Company's legal advisers have confirmed that the Proposed Amendments conform with the requirements of Appendix 3 to the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-6 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate and the re-election of Directors, and special resolution to approve the Proposed Amendments and adopt the Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

7. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.rich-healthcare.com. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 not less than 48 hours before the time fixed for the holding of the Annual General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjointed meeting thereof if they so wish.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. 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 20.1 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised 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 on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

9. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that all of the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By Order of the Board

Rici Healthcare Holdings Limited

Fang Yixin

Chairman and Chief Executive Officer

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

BACKGROUND OF THE DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

1. DR. FANG YIXIN

Dr. Fang Yixin (方宜新), aged 58, is the chairman of the Board, an executive Director and the chief executive officer of our Company. Dr. Fang is responsible for managing the overall business operations and strategic planning and brand management, and is responsible for the business operation of Nantong Rich Hospital of our Group. Dr. Fang has over 30 years of experience in the healthcare industry and is a founder of our Group. Prior to establishing our Group, Dr. Fang served as a medical doctor in the Affiliated Hospital of Nantong University (南通大學附屬醫院) from September 1986 to July 1992. In 1992, Dr. Fang first ventured into the healthcare industry and set up Jiangsu Tayoi Cosmetics Co., Ltd. (江蘇東洋之花化妝品股份有限公司) and has been its director since then. Dr. Fang established the first company of our Group, Nantong Rich Hospital, in August 2000. He has also served as an executive director of the majority of our Group companies. Dr. Fang is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years. Dr. Fang graduated from Yangzhou College of Medicine (揚州醫學院) (currently known as Yangzhou University School of Medicine) majoring in medicine in August 1986 and an EMBA from Tsinghua University in July 2006, and obtained a doctor degree of business administration from University of Minnesota in 2018.

As at the Latest Practicable Date, Dr. Fang is granted an option to subscribe for 15,903,500 Shares under the pre-IPO share option scheme. Dr. Fang Yixin is the husband of Dr. Mei Hong (an executive Director). Therefore, under the SFO, Dr. Fang is deemed to be interested in Dr. Mei Hong's interests in the Company.

As at the Latest Practicable Date, under the SFO, Dr. Mei Hong is deemed to be interested in 872,550,000 Shares held by Chelsea Grace Holdings Limited by reason of her 100% interest in its issued share capital. Dr. Mei Hong is granted an option to subscribe for 15,903,500 Shares under the pre-IPO share option scheme.

Dr. Fang is the spouse of Dr. Mei Hong and the father of Mr. Fang Haoze. Both Dr. Mei Hong and Mr. Fang Haoze are executive directors of the Company.

Dr. Fang currently receives salaries and other allowances of RMB282,000 per annum. The remuneration payable to Dr. Fang has been approved by the Board after considering the recommendation of the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Fang has entered into a service contract with a term of three years with the Company on June 22, 2022. Dr. Fang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The appointment can be terminated by either party by serving not less than three months' notice in writing to the other party. Under his service contract, in addition to common benefits as the Board may provide to other employees in similar positions in accordance with the benefits plans of the Company.

2. DR. MEI HONG

Dr. Mei Hong (梅紅), aged 58, is an executive Director and executive vice president of the Company. Dr. Mei is responsible for logistics management, information management, and construction management of our Group. Prior to establishing our Group, Dr. Mei served as a medical doctor in Nantong Women and Children Health Clinic (南通市婦幼保健院) from September 1986 to December 1999. Dr. Mei, a co-founder of our Group, has been a director of Nantong Rich Hospital since its inception and as director of the majority of our Group companies. Dr. Mei is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years. Dr. Mei graduated from Yangzhou College of Medicine (揚州醫學院) (currently known as Yangzhou University School of Medicine) majoring in clinical medicine in August 1986.

As at the Latest Practicable Date, under the SFO, Dr. Mei is deemed to be interested in 872,550,000 Shares held by Chelsea Grace Holdings Limited by reason of her 100% interest in its issued share capital and is deemed to be interested in all the interests in the Company held by Dr. Fang as disclosed above as she is the wife of Dr. Fang. Dr. Mei is granted an option to subscribe for 15,903,500 Shares under the pre-IPO share option scheme.

Dr. Mei is the spouse of Dr. Fang Yixin and the mother of Mr. Fang Haoze. Both Dr. Fang Yixin and Mr. Fang Haoze are executive directors of the Company.

Dr. Mei currently receives salaries and other allowances of RMB784,000 per annum. The remuneration payable to Dr. Mei has been approved by the Board after considering the recommendation of the Remuneration Committee based on her qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Dr. Mei has entered into a service contract with a term of three years with the Company on June 22, 2022. Dr. Mei is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The appointment can be terminated by either party by serving not less than three months' notice in writing to the other party. Under her service contract, in addition to common benefits as the Board may provide to other employees in similar positions in accordance with the benefits plans of the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

3. MS. LIN XIAOYING

Ms. Lin Xiaoying (林曉穎), aged 45, is an executive Director, executive vice president and the chief operating officer of the Company, and is responsible for the financial, legal, investment and financing, human resources, administrative affairs of the Group. Ms. Lin joined the Group in July 2017 as the assistant to president, general manager of human resources center and director of the president office, and was appointed as a vice president of the Company in January 2018. Prior to joining the Group, Ms. Lin served in several positions in ZTE Corporation (中興通訊股份有限公司, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 0763) and Shenzhen Stock Exchange (stock code: 000063)), including the chief of operation management department of the handset division, the chief of commercial department and the chief commercial officer of the international sales division from July 1999 to July 2017. Ms. Lin received a bachelor's degree in international economics from Renmin University of China (中國人民大學) in 1999 and a master's degree in business administration from University of Management and Technology in the United States of America in June 2006

Ms. Lin has entered into a service contract with a term of three years with the Company on June 24, 2022. Ms. Lin is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The appointment can be terminated by either party by serving not less than 90-days' written notice to the other party. Under her service contract and employment contract, in addition to common benefits as the Board may provide to other employees in similar positions in accordance with the benefits plans of the Company, Ms. Lin currently receives a remuneration of RMB358,000 per annum. Ms. Lin does not receive separate remuneration as Director in addition to their salaries and benefits as senior management member pursuant to her employment contract. The remuneration payable to Ms. Lin has been approved by the Board after considering the recommendation of the Remuneration Committee based on her qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Save as disclosed herein and as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above Directors does not hold any other position with the Company or other members of the Group, and does not have any other major appointments and professional qualifications, and does not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above Directors that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,590,324,000 Shares of nominal value of US\$0.0001 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 Annual General Meeting, the Company will be allowed to repurchase a maximum of 159,032,400 Shares, which represent 10 per cent of the issued share capital of the Company as at the date of the passing of the resolution, during the period ending on the earlier 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 of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR 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. 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 earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. 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 over the par value of the Shares 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, it might have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial 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 on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If as a result of a repurchase of the 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 a group of Shareholders acting in concert (within the meaning of 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 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Fang Yixin and Dr. Mei Hong are husband and wife, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

Under the SFO, Dr. Mei Hong is deemed to be interested in 872,550,000 Shares held by Chelsea Grace Holdings Limited (excluding the options granted under the pre-IPO share option scheme) by reason of her 100% interest in its issued share capital, representing a total of approximately 54.87% of the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of Dr. Mei Hong, Chelsea Grace Holdings Limited and their respective parties acting in concert (as defined in the Takeovers Code) in the Company (without taking into account the exercise of the options granted under the pre-IPO share option scheme adopted by the Company on September 19, 2016, if any) would be increased to approximately 60.96% of the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under 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 Repurchase Mandate.

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 per cent (or such other prescribed minimum public percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not have intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

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

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles of Association and the applicable laws of the Cayman Islands.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. SHARE PRICES

The highest and the lowest prices at which the Shares had been traded on the Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Traded price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.92	0.74
May	0.85	0.74
June	0.95	0.74
July	0.87	0.72
August	0.81	0.61
September	0.73	0.425
October	0.48	0.355
November	0.51	0.36
December	0.59	0.41
2023		
January	0.55	0.47
February	0.61	0.51
March	0.62	0.55
April (up to the Latest Practicable Date)	0.91	0.59

**THE COMPANIES ~~LAW~~ ACT (2013 ~~REVISION~~ REVISED) OF
THE CAYMAN ISLANDS**

SECOND AMENDED AND RESTATED MEMORANDUM

AND ARTICLES OF ASSOCIATION OF

RICI HEALTHCARE HOLDINGS LIMITED

瑞慈醫療服務控股有限公司¹

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
Heading	(Conditionally adopted by a Special Resolution of the Company on June 23, 2016 and effective on the date on which the shares of the Company are listed on the Main Board of the Stock Exchange)	Heading	(Conditionally a Adopted by a Special Resolution of the Company on <u>June 19, 2023</u> June 23, 2016 and effective on the date on which the shares of the Company are listed on the Main Board of the Stock Exchange)
	<u>REGISTERED OFFICE</u>		<u>REGISTERED OFFICE</u>
3	The registered office of the Company is at Harneys Services (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.	3	The registered office of the Company is at Harneys Services <u>Fiduciary</u> (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, George Town , P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

¹ Provisions in the Memorandum and Articles of Association affected solely by the following are not set forth separately in this table: the replacement of “Law” with “Act” to refer to the Companies Act (Revised), Cap 22 of the Cayman Islands, as amended or re-enacted from time to time.

		<u>FINANCIAL YEAR</u>	
	<u>Nil</u>	10	<u>The financial year of the Company shall end on 31st day of December in each year and shall begin on 1st day of January in each year.</u>
Article No.	Article Before Amendment	Article No.	Article After Amendment
Heading	AMENDED AND RESTATED ARTICLES OF ASSOCIATION (Conditionally adopted by a Special Resolution dated June 23, 2016 and effective on the date on which the shares of the Company are listed on the Main Board of the Stock Exchange)	Heading	<u>SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u> (Conditionally a Adopted by a Special Resolution dated <u>June 19, 2023</u> June 23, 2016 and effective on the date on which the shares of the Company are listed on the Main Board of the Stock Exchange)
	<u>INTERPRETATION</u>		<u>INTERPRETATION</u>
2.1	<i>Companies Law</i> means the Companies Law (2013 Revision), Cap 22 of the Cayman Islands, as amended or re-enacted from time to time;	2.1	<i>Companies Law</i> —Act means the Companies <u>Law Act</u> (2013 Revision), Cap 22 of the Cayman Islands, as amended or re-enacted from time to time;
2.1	<i>Special Resolution</i> means a special resolution passed in accordance with the Companies Law, being a resolution:	2.1	<i>Special Resolution</i> means a special resolution passed in accordance with the Companies <u>Law Act</u> , being a resolution:

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| <p>(a) passed by a majority of not less than three-fourths of the votes of such Members as, being entitled to do so, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy, at a general meeting of the Company held in accordance with these Articles of which notice specifying the intention to propose the resolution as a special resolution has been duly given; or</p> <p>(b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;</p> | <p>(a) passed by a majority of not less than three-fourths of the votes <u>voting rights held by</u> of such Members as, being entitled to do so, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy, at a general meeting of the Company held in accordance with these Articles of which notice specifying the intention to propose the resolution as a special resolution has been duly given; or</p> <p>(b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;</p> |
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VARIATION OF RIGHTS

6.1 Subject to the Companies Law and without prejudice to Articles 5.1 and 5.2, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, provided that:

VARIATION OF RIGHTS

6.1 Subject to the Companies ~~Law~~ Act and without prejudice to Articles 5.1 and 5.2, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of ~~not less than~~ at least three-fourths ~~in nominal value~~ of the issued shares of that class, or with the ~~sanction of a Special Resolution passed at a separate general meeting of approval of a resolution passed by at least~~ three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, provided that:

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| <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum;</p> <p>(b) every holder of shares of the class shall be entitled on a poll to one vote or every such share held by him; and</p> <p>(c) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</p> | <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than <u>at least</u> one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum;</p> <p>(b) every holder of shares of the class shall be entitled on a poll to one vote or every such share held by him; and</p> <p>(c) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</p> |
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REGISTER OF MEMBERS

12.3 Except when the Register is closed and, if applicable, subject to the additional provisions of Article 12.4, the Register shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Registered Office or such other place at which the Register is kept in accordance with the Companies Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office.

REGISTER OF MEMBERS

12.3 Except when the Register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance and, if applicable, subject to the additional provisions of Article 12.4, the Register shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Registered Office or such other place at which the Register is kept in accordance with the Companies ~~Law~~ Act or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office.

12.4 The Register may, on no less than ten (10) business days' notice (or on six (6) business days' notice in the case of a rights issue) being given by announcement published on the Stock Exchange's website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the Register shall not be closed for more than 30 days in any year (or such longer period as the Members may by Ordinary Resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary, stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least five (5) business days' notice before the announced closure, or the new closure, whichever is earlier, and in each case in accordance with the procedures set out in this Article.

12.4 The Register may, on no less than ten (10) business days' notice (or on six (6) business days' notice in the case of a rights issue) being given by announcement published on the Stock Exchange's website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the Register shall not be closed for more than 30 days in any year (or such longer period as the Members may by Ordinary Resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary, stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least five (5) business days' notice before the announced closure, or the new closure, whichever is earlier, and in each case in accordance with the procedures set out in this Article.

GENERAL MEETINGS

17.1 The Company shall in each year hold a general meeting as its annual general meeting, other than the year of adoption of these Articles, in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse (or such longer period as the Stock Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as may be determined by the Board.

GENERAL MEETINGS

17.1 The Company shall in each financial year hold a general meeting as its annual general meeting, ~~other than the year of adoption of these Articles,~~ in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it, ~~and not more than fifteen (15) months shall elapse (or such longer period as the Stock Exchange may authorise) between the date of one annual general meeting of the Company and that of the next~~such annual general meeting shall be held within six months after the end of the Company's financial year. The annual general meeting shall be held at such time and place as may be determined by the Board.

- 17.3 The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty- one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
- 17.3 The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition, in aggregate not less than one-tenth of the ~~paid up~~ voting rights (on a one vote per share basis) in the share capital of the Company, may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting~~carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition;~~ and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty- one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

NOTICE OF GENERAL MEETINGS

18.1 An annual general meeting and any extraordinary general meeting at which the passing of a Special Resolution is to be considered shall be called by not less than twenty-one (21) clear days' (and, in the case of an annual general meeting, not less than 20 clear business days') notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' (and not less than 10 clear business days') notice but a general meeting may be called by shorter notice, subject to the Companies Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the issued shares giving that right.

NOTICE OF GENERAL MEETINGS

18.1 An annual general meeting and any extraordinary general meeting at which the passing of a Special Resolution is to be considered shall be called by not less than twenty-one (21) clear days' ~~(and, in the case of an annual general meeting, not less than 20 clear business days')~~ notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' ~~and not less than 10 clear business days')~~ notice. But a general meeting may be called by shorter notice, subject to the Companies Law Act and the Listing Rules, if it can be demonstrated that reasonable written notice can be given in less time and it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the issued shares giving that right.

VOTING

20.11 Where the Company has knowledge that any Member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

VOTING

20.11 All Members (including a Member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where ~~the Company has knowledge that~~ any Member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

PROXIES

21.1 Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.

PROXIES

21.1 Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A corporation which is a Member may execute a form of proxy under the hand of a duly authorised officer. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. ~~In addition, a~~ proxy or proxies representing ~~either a Member who is an individual or a Member which is a corporation~~ shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Member which is a corporation and for which he acts as proxy as such Member could exercise as if it were an individual Member present in person at any general meeting.

CORPORATIONS ACTING BY REPRESENTATIVES

22.2 If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members, provided that if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered holder of the shares held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.

22.2

CORPORATIONS ACTING BY REPRESENTATIVES

If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint proxies or authorise such persons as it thinks fit to act as its representatives, who enjoy rights equivalent to the rights of other Members, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Members, provided that if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered holder of the shares held by the clearing house (or its nominee(s)) including the right to speak and vote individually on a show of hands or on a poll.

BOARD OF DIRECTORS

24.2 Subject to the Articles and the Companies Law, the Company may by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Any Director appointed to fill a casual vacancy shall, subject to Article 26, hold office only until the next following general meeting of the Company; any Director appointed as an addition to the Board shall, subject to Article 26, hold office only until the next following annual general meeting of the Company. In each case such Director shall then be eligible for re-election at the relevant general meeting.

24.3 The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed to fill a casual vacancy shall, subject to Article 26, hold office only until the next following general meeting of the Company; any Director appointed as an addition to the Board shall, subject to Article 26, hold office only until the next following annual general meeting of the Company. In each case such Director shall then be eligible for re-election at the relevant general meeting.

BOARD OF DIRECTORS

24.2 Subject to the Articles and the ~~Companies Law~~Companies Act, the ~~Company~~Members may by Ordinary Resolution elect any person to be a Director (including a managing director or other executive director) either to fill a casual vacancy or as an addition to the Board, ~~or as an addition to the existing Board~~. Any Director appointed to fill a casual vacancy shall, subject to ~~Article 26~~, hold office only until the next following general meeting of the Company; any Director appointed as an addition to the Board shall, subject to ~~Article 26~~, hold office only until the next following annual general meeting of the Company. In each case such Director shall then be eligible for re-election at the relevant general meeting.

24.3 The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board; and subject to the Articles and the Companies Act, any. ~~Any Director so appointed to fill a casual vacancy shall, subject to Article 26, shall~~ hold office only until the first annual next following general meeting of the Company after his appointment, and shall then be eligible for re-election; ~~any Director appointed as an addition to the Board shall, subject to Article 26, hold office only until the next following annual general meeting of the Company. In each case such Director shall then be eligible for re-election at the relevant general meeting.~~

24.5 The Members may, at any general meeting convened and held in accordance with these Articles, by Ordinary Resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

24.5 The Members may, at any general meeting convened and held in accordance with these Articles, by Ordinary Resolution remove a Director (including a managing director or other director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or any agreement between the Company and such Director (but without prejudice to any claim for damages under any ~~such~~ agreement).

AUDIT

AUDIT

46.1 At the annual general meeting or a subsequent extraordinary general meeting in each year, the Members shall appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

46.1 At the annual general meeting or a subsequent extraordinary general meeting in each year, the Members shall appoint an Auditor by Ordinary Resolution to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

46.2 The Members may, at any general meeting convened and held in accordance with these Articles, by Special Resolution remove the Auditor at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

46.2 The Members may, at any general meeting convened and held in accordance with these Articles, by ~~Special~~Ordinary Resolution remove the Auditor at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

46.4 The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.

46.4 The remuneration of the Auditor shall be fixed by the ~~Company~~Members in general meeting by Ordinary Resolution or in such manner as the Members may determine in such Ordinary Resolution.

46.5 If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

46.5 Subject to compliance with the Listing Rules, if the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

NOTICE OF ANNUAL GENERAL MEETING



RICI HEALTHCARE HOLDINGS LIMITED

瑞慈醫療服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1526)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Rici Healthcare Holdings Limited (the “**Company**”) will be held at 17/F, Qiantan International Plaza, Qirong Road 90, Pudong New District, Shanghai, PRC on June 19, 2023 at 2 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive 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. (a) To re-elect the following directors of the Company:
 - (i) Dr. Fang Yixin, executive director
 - (ii) Dr. Mei Hong, executive director
 - (iii) Ms. Lin Xiaoying, executive director
- (b) To authorise the board of directors of the Company (“**Directors**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass 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 and to make or grant offers and/or agreements which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise 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 aggregate nominal amount of share capital 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) of this resolution 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 arrangement 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 of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company 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 of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

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 laws or the articles of association of the Company to be held; and
 - (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 an 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 or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (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).”
- (B) “**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 repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Code on Share Buy-backs issued by the SFC and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise 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;
- (iii) the aggregate nominal amount of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) of this resolution above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) 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 laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(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 new shares of the Company and to make or grant offers and agreements which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

SPECIAL RESOLUTION

5. “**That:**
- (i) the amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in the circular of the Company dated April 28, 2023 be and are hereby approved;
 - (ii) the second amended and restated memorandum and articles of association of the Company which contains all the Proposed Amendments and in the form tabled at the Meeting, marked “A” and for the purpose of identification signed by a director of the Company, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and
 - (iii) any director or officer of the Company be and is hereby authorised severally to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the above matters.”

By Order of the Board
Rici Healthcare Holdings Limited
Fang Yixin
Chairman and Chief Executive Officer

Shanghai, the PRC, April 28, 2023

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

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

Principal place of business in Hong Kong:

Unit 2413A, 24/F
Tower One, Lippo Centre
89 Queensway
Admiralty, Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at 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 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.
- (iv) The transfer books and register of members of the Company will be closed from Wednesday, June 14, 2023 to Monday, June 19, 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, June 13, 2023.
- (v) In respect of the ordinary resolution numbered 4(A) above, the Directors 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.
- (vi) In respect of ordinary resolution numbered 4(B) above, the Directors 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 II to the accompanied circular dated April 28, 2023.