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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Human Health Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Human Health Holdings Limited

盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 7 December 2023 at 11:30 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you so wish and in such event the relevant form(s) of proxy shall be deemed revoked.

31 October 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Introduction	3
2. Proposed General Mandates to Issue New Shares and Repurchase Shares	4
3. Proposed Re-election of Directors	5
4. Nomination Policy of Directors	6
5. Recommendations of the Nomination Committee	6
6. Proposed Declaration of Final Dividend	7
7. Proposed Re-appointment of Auditor	7
8. AGM	7
9. Closure of Register of Members	8
10. Recommendation	8
11. Responsibility Statement	8
12. General	9
 APPENDIX I — EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE	10
 APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	13
 NOTICE OF ANNUAL GENERAL MEETING	16
 ACCOMPANYING DOCUMENT – FORM OF PROXY	

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 7 December 2023 at 11:30 a.m. or at any adjournment thereof, notice of which is set out on pages 16 to 21 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company currently in effect, as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Human Health Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1419)
“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
“Latest Practicable Date”	24 October 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
“Memorandum”	the memorandum of association of the Company currently in effect, as may be amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“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) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with new Shares during the relevant period not exceeding 20% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Share Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to repurchase issued and fully paid up Shares during the relevant period not exceeding 10% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Human Health Holdings Limited

盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

Executive Directors:

Mr. Chan Kin Ping, BBS, JP

(Chairman & Chief Executive Officer)

Dr. Pang Lai Sheung

Mr. Poon Chun Pong

Dr. Sat Chui Wan (resigned on 1 March 2023)

Independent non-executive Directors:

Dr. Lui Sun Wing

Mr. Chan Yue Kwong Michael

Mr. Sin Kar Tim

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business:

12th Floor

Enterprise Square Two

3 Sheung Yuet Road

Kowloon Bay, Kowloon

Hong Kong

31 October 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, the resolutions to be proposed in the AGM in relation to, *inter alia*, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of Directors; (iv) the re-appointment of auditor; and (v) the notice of AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Pursuant to the annual general meeting on 2 December 2022, a general mandate and an extended mandate were granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to the Directors to repurchase Shares. Such mandates will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the proposed ordinary resolution at the AGM;
- (ii) grant to the Directors the Share Repurchase Mandate to repurchase issued and fully paid up Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the proposed ordinary resolution at the AGM; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by adding to it an amount representing the number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate, provided that such extended amount shall not exceed 10% of the number of issued Shares as at the date of passing of the proposed ordinary resolution at the AGM.

Such general mandates will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.

On the basis of 379,552,233 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Share Issue Mandate and the Share Repurchase Mandate are passed at the AGM; and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 75,910,446 Shares under the Share Issue Mandate and repurchase a maximum of 37,955,223 Shares under the Share Repurchase Mandate. If the Company conducts a share consolidation or subdivision after the Share Issue Mandate and/or Share Repurchase Mandate are granted, the maximum number of Shares that may be (i) issued under the Share Issue Mandate and/or (ii) repurchased under the Share Repurchase Mandate as a percentage of the total number

LETTER FROM THE BOARD

of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

Pursuant to the Listing Rules, the Company is required to provide you with the requisite information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of three executive Directors, namely Mr. Chan Kin Ping, BBS, JP, Dr. Pang Lai Sheung and Mr. Poon Chun Pong, and three independent non-executive Directors, namely Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim.

Pursuant to Article 83(3) of the Articles of Association, 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 by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Articles 84(1) and 84(2) of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each annual general meeting, one third of the directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every director shall be subject to retirement at an AGM at least once every three years. A retiring director shall be eligible for re-election and shall continue to act as a director throughout the meeting at which he retires. The directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other directors subject to retirement by rotation who have 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. Any director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular directors or the number of directors who are to retire by rotation. Accordingly:

- (a) Dr. Pang Lai Sheung, who was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015, shall retire, and, being eligible, offer herself for re-election as an executive Director at the AGM; and

LETTER FROM THE BOARD

- (b) Mr. Chan Yue Kwong Michael, who was appointed as an independent non-executive Director on 27 January 2016, shall retire, and, being eligible, offer himself for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected are contained in Appendix II to this circular.

4. NOMINATION POLICY OF DIRECTORS

The Company recognises and embraces the benefits of a Board with a balance of skills, experience and diversity of perspectives. Given the importance of the role of the Nomination Committee in ensuring the balance within the Board and to give greater focus and transparency in relation to the election of Directors, the Company has adopted a nomination policy.

The nomination policy sets out the selection process on the selection of individual nominated for directorship. The Nomination Committee may search extensively for candidate as director of the Company from the Group or the human resources market and should actively communicate with relevant departments and evaluate the Company's demand for new Board members taking into consideration of the structure, size and composition of the Board and from the perspective of board diversity. The Nomination Committee shall gather information about the occupation, academic qualifications, position served, detailed work experience and all the concurrent posts of the candidate and seek the candidate's consent for nomination. After reviewing the qualifications of the candidate on the criteria for director of the Company, the Nomination Committee then makes recommendation to the Board regarding the candidate as director of the Company and submits the relevant information to the Board prior to the appointment of new director.

5. RECOMMENDATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has assessed the re-election of each of, Dr. Pang Lai Sheung and Mr. Chan Yue Kwong Michael based on the above nomination policy, and is of the view that:

- (a) the re-election of Dr. Pang Lai Sheung as an executive Director may contribute to the diversity of the Board, in particular by virtue of her background as a registered medical practitioner and she would be able to contribute to the Group by overseeing the management of the professional team of the Group. The re-election of Dr. Pang Lai Sheung would also contribute to the gender diversity of the Board; and
- (b) the re-election of Mr. Chan Yue Kwong Michael as an independent non-executive Director may contribute to the diversity of the Board, in particular by virtue of his extensive working experience in planning and management and experience as independent non-executive directors of other listed companies on the Stock Exchange. Mr. Chan Yue Kwong Michael does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or

LETTER FROM THE BOARD

bodies so his independent judgement would not be interfered. Mr. Chan Yue Kwong Michael has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Board considered Mr. Chan Yue Kwong Michael meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. Including the directorship held in the Company, Mr. Chan Yue Kwong Michael currently holds directorships in seven listed companies in Hong Kong. Taking into account of the relevant expertise of Mr. Chan Yue Kwong Michael, his good track records in attending the Company's Board meetings and Board committee meetings and providing feedbacks to the Company's affairs from time to time; and he has provided a confirmation to the Company that he would ensure to devote sufficient time to the Board and the Board committees of the Company in which he is a member, the Board believes Mr. Chan Yue Kwong Michael would still be able to devote sufficient time to the Board.

In view of the above, on 26 September 2023, the Nomination Committee nominated each of Dr. Pang Lai Sheung and Mr. Chan Yue Kwong Michael to the Board to recommend them to be re-elected as Directors by the Shareholders at the AGM. The Board considers that each of them can bring skills, knowledge and experience to the Board, represents different groups of age, gender, education and industry and therefore can ensure the diversity of the composition of the Board.

6. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK16 cents per Share for the year ended 30 June 2023 (the "**Final Dividend**"). The payment of the Final Dividend is subject to approval by the Shareholders at the AGM. Upon obtaining the Shareholders' approval at the AGM, the Final Dividend is expected to be paid on or around Friday, 29 December 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 15 December 2023.

7. PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended 30 June 2023, will retire as the auditor of the Company at the AGM and, being eligible, offers itself for re-appointment. The Board proposes to re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.

8. AGM

Set out on pages 16 to 21 of this circular is the notice of the AGM to be held at Room 02, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 7 December 2023 at 11:30 a.m. A form of proxy is enclosed with this circular for use at the AGM. You are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16

LETTER FROM THE BOARD

Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meetings, as the case may be. Completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

9. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 4 December 2023 to Thursday, 7 December 2023, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 1 December 2023.

For the purpose of ascertaining the Shareholders' entitlement to receive the Final Dividend, the register of members of the Company will be closed from Wednesday, 13 December 2023 to Friday, 15 December 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for receiving the Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 12 December 2023.

10. RECOMMENDATION

The Directors consider that, *inter alia*, (a) the grant of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditor of the Company as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

11. 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,

LETTER FROM THE BOARD

and there are no other matters the omission of which would make any statement herein or this circular misleading.

12. GENERAL

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, 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. Therefore, all resolutions proposed at the AGM shall be voted by poll and an announcement on the poll results of the AGM will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.humanhealth.com.hk.

Yours faithfully,
By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Share Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions as follow:

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

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

An exercise of the proposed Share Repurchase Mandate in full during the proposed repurchase period might have a material adverse impact on the working capital and/or gearing position of the Company compared with that of 30 June 2023, being the date of its latest published audited consolidated accounts.

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

3. REASONS FOR REPURCHASES

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 379,552,233 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to repurchase a maximum of 37,955,223 Shares, representing 10% of the number of issued Shares as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), 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.

As at the Latest Practicable Date, to the best knowledge of the Directors, the aggregate interests of the controlling Shareholders (as defined under the Listing Rules, being Mr. Chan Kin Ping, BBS, JP, Dr. Pang Lai Sheung and Treasure Group Global Limited) in the Company were 259,196,286 Shares.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholdings of the controlling Shareholders in aggregate would be increased to approximately 75.88% of the number of issued Shares as at the Latest Practicable Date. Such increases will not give rise to any obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed Share 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 a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
October	1.78	1.56
November	2.00	1.56
December	2.03	1.73
2023		
January	2.21	1.93
February	2.08	1.87
March	2.06	1.89
April	2.06	1.86
May	2.05	1.91
June	1.99	1.89
July	1.91	1.84
August	1.98	1.87
September	1.99	1.26
October (up to the Latest Practicable Date)	1.34	1.28

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTOR

Dr. PANG Lai Sheung (彭麗嫦) (“Dr. Pang”), aged 56, was appointed as the chief medical officer of our Group and is an executive Director. Dr. Pang is the founder of our Group and is mainly responsible for overseeing and providing advice on the management of our medical team and has contributed significantly to the developments of our Group. As at the date of this circular, Dr. Pang held directorship in a number of members of the Group, namely Actmax Limited, Human Health Associate Limited, Human Health International Limited, Human Health Limited, Human Health Medical Services Limited, Human Health (H.K.) Limited, Novel Champion Limited, Novel Wiser Limited, Solid Success Global Limited and Happy Reach Limited.

Dr. Pang obtained degrees of Bachelor of Medicine and Bachelor of Surgery from The Chinese University of Hong Kong in 1993. Dr. Pang has been a registered medical practitioner in Hong Kong since 1993. Dr. Pang also completed a Diploma in Family Medicine and a Diploma Programme in Advances in Medicine from The Chinese University of Hong Kong in August 2001 and March 2005, respectively.

Dr. Pang was awarded a degree of Master of Business Administration issued jointly by Northwestern University and The Hong Kong University of Science and Technology in December 2014.

Moreover, she has been an Honorary Clinical Assistant Professor in Faculty of Medicine of The Chinese University of Hong Kong since June 2014.

Dr. Pang is the wife of Mr. Chan Kin Ping, BBS, JP, the chairman of the Board, chief executive officer of our Group and the executive Director and the aunt of Mr. Poon Chun Pong, the chief operating officer of our Group and the executive Director. Dr. Pang was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015. Dr. Pang has entered into a service agreement as an executive Director with the Company for a term of three years commencing from 1 April 2022, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. Her appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. She is entitled to an annual remuneration as a chief medical officer of the Group of HK\$2,508,000 and a performance bonus, which are determined by the Board with reference to her duties and responsibilities, experience, market benchmarks, the prevailing market conditions and the performance of the Group.

As at the Latest Practicable Date, Dr. Pang was deemed to be interested in 252,346,286 Shares within the meaning of Part XV of the SFO, which are held through Treasure Group Global Limited, which is a company owned as to 50% by Mr. Chan Kin Ping, BBS, JP and 50% by Dr. Pang.

Dr. Pang did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Save as disclosed above, Dr. Pang does not hold any position with the Group and does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. CHAN Yue Kwong Michael (陳裕光) (“**Mr. Michael Chan**”), aged 71, was appointed as an independent non-executive Director on 27 January 2016. He obtained a degree in Sociology and Political Science and a degree of Master of City Planning from the University of Manitoba, Canada in May 1974 and October 1977, respectively and an Honorary Fellow from Lingnan University in December 2009.

Having worked as a professional town planner for various government bodies in Hong Kong and Canada, he has considerable experience in planning and management.

Mr. Michael Chan is currently a fellow and also the honorary chairman of the Hong Kong Institute of Marketing, and the fellow member of the Hong Kong Management Association. In past years, Mr. Michael Chan was personally bestowed with the “Executive of the Year Award” by the Hong Kong Business Awards and the “Directors of the Year Award” by The Hong Kong Institute of Directors, in 2001 and 2003 respectively.

Mr. Michael Chan’s past and current directorships in listed companies in Hong Kong in the last three years are set forth in the following table:

Company	Stock Code	Position	Term
Cafe de Coral Holdings Limited	00341	Non-executive director	Since April 2012
Starlite Holdings Limited	00403	Independent non-executive director	Since January 1993
Pacific Textiles Holdings Limited	01382	Independent non-executive director	Since March 2007
Tse Sui Luen Jewellery (International) Limited	00417	Independent non-executive director	Since August 2010
Tao Heung Holdings Limited	00573	Non-executive director	Since March 2007
Modern Dental Group Limited	03600	Independent non-executive director	Since November 2015

Save as disclosed above, Mr. Michael Chan does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

The Company has entered into a letter of appointment with Mr. Michael Chan for a term of three years commencing from 1 April 2022, which could be terminated by either party by giving not less than 3 months' prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. Mr. Michael Chan is entitled to an annual director's fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities and the prevailing market condition.

As at the Latest Practicable Date, Mr. Michael Chan did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Michael Chan does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

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

NOTICE OF ANNUAL GENERAL MEETING



Human Health Holdings Limited

盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Human Health Holdings Limited (the “**Company**”) will be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 7 December 2023 at 11:30 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2023;
2. to declare a final dividend;
3. to appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors of the Company (the “**Board**”) to fix its remuneration;
4. (a) to re-elect Dr. Pang Lai Sheung as an executive Director;

(b) to re-elect Mr. Chan Yue Kwong Michael as an independent non-executive Director; and

(c) to authorise the Board to fix the remuneration of the Directors;

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

5. “**THAT:**
 - (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares of the Company; (ii) securities convertible into shares of the Company; and (iii) options, warrants or similar rights to subscribe for any shares or convertible securities of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval, shall be adjusted to such extent accordingly; and

(f) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

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

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

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval shall be adjusted to such extent accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”; and

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** subject to the passing of Resolutions 5 and 6 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution.”.

Yours faithfully,
By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

Hong Kong, 31 October 2023

Principal place of business:

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

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the forthcoming annual general meeting on Thursday, 7 December 2023 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Monday, 4 December 2023 to Thursday, 7 December 2023, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 1 December 2023.
5. For the purpose of ascertaining the Shareholders' entitlement to receive the final dividend, the register of members of the Company will be closed from Wednesday, 13 December 2023 to Friday, 15 December 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 12 December 2023.
6. As at the date of this notice, the executive Directors are Mr. Chan Kin Ping, BBS, JP, Dr. Pang Lai Sheung and Mr. Poon Chun Pong; the independent non-executive Directors are Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time on the date of the annual general meeting, the annual general meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.humanhealth.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled annual general meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.