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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)**

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental notice (the “**Supplemental AGM Notice**”) is supplemental to the notice of the annual general meeting (the “**AGM**”) of Human Health Holdings Limited (the “**Company**”) dated 31 October 2023 (the “**Initial AGM Notice**”), to convene 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. This Supplemental AGM Notice should be read in conjunction with the Initial AGM Notice.

Details of the proposed resolutions to be considered at the AGM were stated in the Initial AGM Notice. Apart from the amendments and additional resolutions stated below, all the information contained in the Initial AGM Notice remains to be valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 10 November 2023, this **SUPPLEMENTAL AGM NOTICE IS HEREBY GIVEN** that the AGM will be convened as originally scheduled to consider and, if thought fit, pass the following ordinary resolutions in addition to the resolutions set out in the Initial AGM Notice:

### **ORDINARY RESOLUTIONS**

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

8. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to any awards that may be granted under the Share Award Scheme of the Company (the terms of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the “**Share Award Scheme**”), the Share Award Scheme be and is hereby approved and adopted and that any director of the Company be and

is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Award Scheme including without limitation:

- (i) to administer the Share Award Scheme, or to delegate the authority to the Committee (as defined in the Share Award Scheme) or one or more persons, entities or contractors, or any Trustee (as defined in the Share Award Scheme) who may be appointed by the Board from time to time to administer the Share Award Scheme under which awards will be granted to eligible participants under the Share Award Scheme;
- (ii) to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
- (iii) to issue and allot or transfer from time to time such number of Shares as may be required to be issued and allotted or transferred pursuant to the awards under the Share Award Scheme and subject to the Listing Rules;
- (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the awards under the Share Award Scheme; and
- (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme.”;

9. **“THAT:**

- (a) the proposed amendments to the share option scheme (the **“Proposed Amendments to the Share Option Scheme”**) of the Company currently in force (the **“Share Option Scheme”**) as set out in Appendix II to the supplemental circular of the Company dated 10 November 2023 be and are hereby approved and adopted, and the amended share option scheme which incorporates all of the Proposed Amendments to the Share Option Scheme (the **“Amended Share Option Scheme”**) (a copy of which is marked “B” and produced to this meeting and signed by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted in substitution for, and to the exclusion of, the Share Option Scheme with immediate effect after the close of this meeting; and

(b) the Directors be and are hereby authorized to do such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Amendments to the Share Option Scheme and the Amended Share Option Scheme, including but without limitation:

- (i) to administer or to delegate the authority to the Committee (as defined in the Amended Share Option Scheme) or one or more persons, entities or contractors, to administer the Amended Share Option Scheme under which options will be granted to Eligible Participants (as defined in the supplemental circular of the Company dated 10 November 2023) under the Amended Share Option Scheme to exercise the options and subscribe for new shares in the capital of the Company (“**Shares**”), including but not limited to determining and granting the options in accordance with the terms of the Amended Share Option Scheme;
- (ii) to modify and/or amend the Amended Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Amended Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
- (iii) to grant options under the Amended Share Option Scheme and to issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the exercise of the options granted under the Amended Share Option Scheme and subject to the applicable laws and regulations and the Listing Rules;
- (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the options granted under the Amended Share Option Scheme; and
- (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Amended Share Option Scheme.”;

10. “**THAT** the Scheme Mandate Limit as defined in the supplemental circular of the Company dated 10 November 2023 (being 10% of the total number of Share in issue as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”;

11. “**THAT** conditional upon the Share Award Scheme and the Amended Share Option Scheme, and the Scheme Mandate Limit being approved and adopted by way of ordinary resolutions of the Company numbered 8, 9 and 10 above, the Service Provider Sub-limit as defined in the supplemental circular of the Company dated 10 November 2023 (being 8% of the total number of Shares in issue as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit.”;

### **SPECIAL RESOLUTION**

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

12. “**THAT:**

- (a) the proposed amendments to the memorandum of association and the second amended and restated articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the supplemental circular of the Company dated 10 November 2023, be and are hereby approved;
- (b) the amended and restated memorandum of association and the third amended and restated articles of association of the Company (the “**New Memorandum and Articles of Association**”), incorporating and consolidating all the Proposed Amendments in compliance with the applicable laws, a copy of which is marked “C” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, be and are hereby adopted, confirmed and approved as the memorandum and the articles of association of the Company in substitution for and to the exclusion of the memorandum of association and the second amended and restated articles of association of the Company with immediate effect after the close of this meeting; and

- (c) any one Director and/or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all document as he or she considers necessary or desirable to give effect to and implement the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.”.

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

Hong Kong, 10 November 2023

*Principal place of business:*

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

*Notes:*

1. Please refer to the Initial AGM Notice and Initial Circular for details of other resolutions to be proposed at the AGM, registration procedures and other relevant matters.
2. Any member of the Company entitled to attend and vote at the AGM 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.
3. A form of proxy for use in connection with the forthcoming AGM on Thursday, 7 December 2023 is enclosed with this supplemental 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 AGM or any adjournment thereof.
4. Since the proxy form (the “**Initial Proxy Form**”) sent together with the Initial AGM Notice does not contain the proposed resolutions for the proposed adoption of Share Award Scheme, Proposed Amendments to the Share Option Scheme, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association as set out in this Supplemental AGM Notice, a new proxy form (the “**Second Proxy Form**”) has been prepared and is sent together with this supplemental circular of which this Supplemental AGM Notice forms part.
5. Shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to 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 AGM or any adjournment thereof.

6. A shareholder who has not yet lodged the Initial Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the Initial Proxy Form should not be lodged with the Company.
7. A shareholder who has already lodged the Initial Proxy Form with the Company should note that:
  - (i) if no Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the Initial Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the resolutions for, among other matters, the proposed adoption of Share Award Scheme, Proposed Amendments to the Share Option Scheme, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, as set out in this Supplemental AGM Notice;
  - (ii) if the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder;
  - (iii) if the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Initial Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar in Hong Kong before the Closing Time.
8. Completion and delivery of the Initial Proxy Form and/or Second Proxy Form will not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the forthcoming 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 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.
10. 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.
11. 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](http://www.hkexnews.hk)) and the Company ([www.humanhealth.com.hk](http://www.humanhealth.com.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled annual general meeting.
12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.