



# 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)

### SECOND FORM OF PROXY (ANNUAL GENERAL MEETING – 7 DECEMBER 2023)

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ share(s) of HK\$0.01 each in the share capital of Human Health Holdings Limited (the "Company"),  
HEREBY APPOINT (Note 3) the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting 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. ("Meeting") and at any adjournment of such meeting. I/We direct that my/our vote(s) be casted on the specified resolutions as indicated by a "✓" in the  
appropriate boxes, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements, the reports of 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 to fix its remuneration.		
4.	(a) To re-elect Dr. Pang Lai Sheung as an executive director of the Company. (b) To re-elect Mr. Chan Yue Kwong Michael as an independent non-executive director of the Company. (c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the number of issued shares of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		
8.	To consider and approve the adoption of the share award scheme of the Company (the "Share Award Scheme") and to authorise the directors of the Company 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 of the Company, in terms as set out in ordinary resolution number 8 in the notice of the Meeting.		
9.	To consider and approve the proposed amendments to the share option scheme of the Company currently in force (the "Proposed Amendments to the Share Option Scheme"), and to adopt the amended share option scheme (the "Amended Share Option Scheme") which incorporates the Proposed Amendments to the Share Option Scheme, and to authorise the directors of the Company 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 Proposed Amendments to the Share Option Scheme and the Amended Share Option Scheme, in terms as set out in ordinary resolution number 9 in the notice of the Meeting.		
10.	To consider and approve the scheme mandate limit being 10% of the total number of Shares which may be issued in respect of all options and awards to be granted under the Amended Share Option Scheme, the Share Award Scheme and any other share schemes of the Group, shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Amended Share Option Scheme, the Share Award Scheme and any other share schemes of the Group.		
11.	To consider and approve the service provider sub-limit being 8% of the total number of Shares which may be issued in respect of all options and awards to be granted under the Amended Share Option Scheme, the Share Award Scheme and any other share schemes of the Group to the service provider, shall not in aggregate exceed 8% of the total number of Shares in issue as at the date of approval of the Amended Share Option Scheme, the Share Award Scheme and any other share schemes of the Group.		
SPECIAL RESOLUTION (Note 5)		FOR (Note 4)	AGAINST (Note 4)
12.	To approve the amendments to the memorandum of association and the second amended and restated articles of association of the Company (the "Memorandum and Articles of Association") and adopt 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") in substitution for and to the exclusion of the Memorandum and Articles of Association and authorise any director and/or company secretary of the Company to do all things necessary to implement and adopt the New Memorandum and Articles of Association.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature (Note 6): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolutions.
- The full text of the resolutions appears in the notice convening the Meeting dated 31 October 2023 and the supplemental notice of the Meeting dated 10 November 2023 (the "Supplemental AGM Notice") issued by the Company.
- This form of proxy (the "Second Proxy Form") must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this Second Proxy Form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof (the "Closing Time").
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- Completion and return of this Second Proxy Form will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- A shareholder who has already lodged the proxy form sent together with the Company's circular dated 31 October 2023 (the "Initial Proxy Form") with the Company's branch share registrar in Hong Kong should note that:
  - 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 Meeting, including the resolutions for, resolution no. 8 to 12, as set out in the Supplemental AGM Notice and this Second Proxy Form, except for the resolutions to which the shareholder has indicated his/her voting direction in the Initial Proxy Form;
  - 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;
  - 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.