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# 奧園健康生活集團有限公司

AOYUAN HEALTHY LIFE GROUP COMPANY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3662)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 19 DECEMBER 2023**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Aoyuan Healthy Life Group Company Limited (the “**Company**”) will be held at Event Room 1&2, Lower Ground Floor, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 19 December 2023 at 10:15 a.m. for the purpose of considering, and if thought fit, passing, with or without amendments, the following resolution.

### **SPECIAL RESOLUTION**

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Aoyuan Healthy Life Group Company Limited” to “Starjoy Wellness and Travel Company Limited” and the dual foreign name in Chinese of the Company be changed from “奧園健康生活集團有限公司” to “星悦康旅股份有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company (the “**Effectiveness of the Proposed Name Change**”), and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any registration and/or filing for and on behalf of the Company as may be necessary in connection therewith; and

- (b) subject to and conditional upon the Effectiveness of the Proposed Name Change, (i) the proposed amendments to the existing amended and restated memorandum of association and third amended and restated articles of association of the Company (the “**Proposed Amendments**”), the details of which are substantially set out in Appendix to the circular of the Company dated 21 November 2023, be and are hereby approved; (ii) the second amended and restated memorandum of association and fourth amended and restated articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A”, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and third amended and restated articles of association of the Company; and (iii) any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association and to attend to any registration and/or filing for and on behalf of the Company as may be necessary in connection therewith.”

By Order of the Board of  
**Aoyuan Healthy Life Group Company Limited**  
**Li Huiqiang**  
*Chairman*

Hong Kong, 21 November 2023

*As at the date of this notice, the executive Director is Mr. Cheng Siu Fai; the non-executive Directors are Mr. Li Huiqiang, Mr. Ruan Yongxi, Mr. Zhu Yunfan and Ms. Jiang Nan; and the independent non-executive Directors are Mr. Hung Ka Hai Clement, Dr. Li Zijun and Mr. Wang Shao.*

*Notes:*

1. The resolution at the EGM will be taken by poll (except where the chairman of the meeting, in good faith, decides to allow resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the EGM. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the EGM or any adjournment or postponement (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment or postponement and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 12 December 2023 to Tuesday, 19 December 2023, both dates inclusive. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 December 2023.
5. Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
6. If Typhoon Signal No. 8 or above or a "black" rainstorm warning or "extreme conditions after super typhoons" announced which is/are in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed and shareholders of the Company will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective website(s) of the Stock Exchange and the Company. The EGM will be held as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force. After considering their own situations, shareholders of the Company should decide whether they would attend the EGM under bad weather condition and if they do so, they are advised to exercise care and caution.
7. Please note that there will be no distribution of corporate gifts and refreshments at the EGM.
8. References to time and dates in this notice are to Hong Kong time and dates.