
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Neusoft Xikang Holdings Inc.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**NEUSOFT XIKANG HOLDINGS INC.****東軟熙康控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 9686)**

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
SHARES AND TO REPURCHASE SHARES
PROPOSED CHANGE OF NAME OF THE COMPANY
PROPOSED ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Neusoft Xikang Holdings Inc. to be held at Building 1, Cultural Plaza, No. 1999 Zhongshan East Road, Yinzhou District, Ningbo, Zhejiang, the PRC (Conference Room, 2/F, Ningbo Cloud Hospital) on Tuesday, May 21, 2024 at 1:30 p.m. is set out on pages 23 to 27 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, 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, as the case may be. (In terms of the Annual General Meeting, i.e. not later than 1:30 p.m. on Sunday, May 19, 2024 (Hong Kong time)). 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 adjournment thereof if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xikang.com>).

References to time and dates in this circular are to Hong Kong time and dates.

April 29, 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building 1, Cultural Plaza, No. 1999 Zhongshan East Road, Yinzhou District, Ningbo, Zhejiang, the PRC (Conference Room, 2/F, Ningbo Cloud Hospital) on Tuesday, May 21, 2024 at 1:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 27 of this circular, or any adjournment thereof
“Board”	the board of Directors of the Company
“Company”, “our Company” or “the Company”	Neusoft Xikang Holdings Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 09686)
“Director(s)”	the director(s) of the Company
“Group”, “our Group” or “the Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities controlled by contractual arrangements (or, where the context so requires, the Company and any one or more of its subsidiaries)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 23, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company (as amended, supplemented or otherwise modified from time to time)

DEFINITIONS

“Neusoft (HK)”	Neusoft (HK) Limited (東軟(香港)有限公司), a company incorporated under the laws of Hong Kong on August 25, 2000 and a wholly-owned subsidiary of Neusoft Corporation
“Neusoft Corporation”	Neusoft Group Co., Ltd.* (東軟集團股份有限公司), a company incorporated under the laws of the PRC on June 17, 1991, which is listed on the Shanghai Stock Exchange (stock code: 600718) on June 18, 1996
“Shares(s)”	ordinary share(s) of US\$0.0002 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Issuance Mandate”	a general mandate and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with new shares of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of our Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024

* For identification purpose only

LETTER FROM THE BOARD



NEUSOFT XIKANG HOLDINGS INC.

東軟熙康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9686)

Chairman and Non-executive Director

Dr. LIU Jiren (劉積仁)

Registered Office:

PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Executive Director

Ms. ZONG Wenhong (宗文紅)
(Chief Executive Officer)

Non-executive Directors

Mr. XU Hongli (徐洪利)
Dr. WANG Nan (王楠)
Mr. PU Chengchuan (蒲成川)
Dr. CHEN Lianyong (陳連勇)

*Head Office and Principal Place of
Business in China:*

1-1, 1-2, 1-3, 1-4, 1-5, 2-1
No. 12 Huizheng Alley
Haishu District
Ningbo City, Zhejiang Province
PRC

Independent Non-executive Directors

Dr. CHEN Yan (陳艷)
Dr. QI Guoxian (齊國先)
Dr. YIN Guisheng (印桂生)

*Principal Place of Business
in Hong Kong:*

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wan Chai
Hong Kong

To the Shareholders,

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
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AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the certain resolutions to be proposed at the Annual General Meeting to be held on May 21, 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. XU Hongli and Dr. QI Guoxian, the Directors appointed by the Board of Directors of the Company on March 20, 2024 and December 18, 2023 respectively, are subject to retirement at the Annual General Meeting. In addition, pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. LIU Jiren, Ms. ZONG Wenhong, Dr. WANG Nan and Dr. CHEN Lianyong will retire as Directors at the Annual General Meeting. All the aforesaid Directors are eligible and willing to be re-elected at the Annual General Meeting.

Dr. QI Guoxian, an independent non-executive Director, has attended all Board and Board committee meetings held in the past since he took office. Dr. QI Guoxian has been actively involved in the affairs of the Board and has brought balanced views and knowledge, experience and know-how to the Board to carry out his functions and responsibilities. He has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules, and the Company considers Dr. QI Guoxian meets the independence requirements of Rule 3.13 of the Listing Rules pursuant to the guidelines on independence under the Listing Rules. With his background and experience, Dr. QI Guoxian is fully aware of the responsibilities and expected time commitment in the Company. Dr. QI Guoxian has confirmed that he will continue to devote sufficient time to perform his functions and responsibilities as an independent non-executive Director of the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of the retiring Directors (with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy). Pursuant to the board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture, educational background, industry experience, technical ability, professional qualifications and skills, knowledge, years of service and other relevant factors. The Company also takes into account the Company's own business model and special needs. The final selection of candidates for directors is based on the merits of the candidates and the contributions they will bring to the Board. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors. The retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board to improve the Company's operational efficiency and diversity.

LETTER FROM THE BOARD

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers (which audited the consolidated financial statements of the Company for the year ended December 31, 2023) will retire as the auditor of the Company at the Annual General Meeting and, being eligible and being willing to be re-appointed.

The Board, upon the recommendation of the Audit Committee of the Company, proposed to re-appoint PricewaterhouseCoopers, as the auditor of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company and authorize the Board to fix its remuneration.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the resolution of shareholders of the Company dated September 11, 2023, a general mandate was granted to the Directors to issue the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Issuance Mandate to the Directors to allot, issue or deal with additional shares not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. equivalent to 168,375,361 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to enlarge the Share Issuance Mandate by adding the total number of Shares bought back by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the resolution of shareholders of the Company dated September 11, 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. equivalent to 84,187,680 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

6. PROPOSED CHANGE OF NAME OF THE COMPANY

The Board proposes to change the English name of the Company from “Neusoft Xikang Holdings Inc.” to “Xikang Cloud Hospital Holdings Inc.” and adopt the Chinese name of “熙康雲醫院控股有限公司” as its new Chinese name in place of its existing Chinese name of “東軟熙康控股有限公司”.

Conditions of Proposed Change of Name of the Company

The proposed change of name of the Company is subject to the following conditions:

- i. the passing of a special resolution by the Shareholders at the Annual General Meeting approving the proposed change of name of the Company; and
- ii. the Registrar of Companies in the Cayman Islands approving the proposed change of name of the Company by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the proposed change of name of the Company will take effect from the date of the passing of the special resolution by the Shareholders approving the proposed change of name of the Company. The Company will comply with the necessary registration and/or filing procedures of the Company Registry of the Cayman Islands and the Company Registry of Hong Kong.

Reasons for the Proposed Change of Name of the Company

The Board is of the view that the proposed change of name of the Company will better reflect the nature of the Company’s business and the strategic direction of future development. The Board is also of the view that the new Chinese and English names will give the Company a new corporate image and identity, which will be conducive to the development of the Company’s business and in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Name of the Company

The proposed change of name of the Company will not affect any rights of Shareholders. All existing issued shares of the Company bearing the existing name of the Company will continue to be valid and serve as an ownership document of the shares after the proposed change of name of the Company becomes effective and will continue to be valid for trading, settlement, registration and delivery purposes. Therefore, there will be no arrangement to redeem existing shares for free for new shares bearing the new name of the Company. Upon the proposed change of name of the Company becoming effective, any new shares will be issued under the new name of the Company.

The Company will publish a separate announcement in due course regarding the effective date of the proposed change of name of the Company, as well as the new stock short name of the Company to be used for trading on the Stock Exchange.

The proposed change of name of the Company will not affect the Group's daily business operations and its financial position.

7. PROPOSED ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposed to amend and restate the existing seventh amended and restated Memorandum and Articles of Association of the Company, to reflect the proposed change of name of the Company with effect from the time the proposed change of name of the Company takes effect.

The Board will propose a special resolution at the Annual General Meeting for Shareholders' approval of the adoption of the eighth amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing seventh amended and restated Memorandum and Articles of Association. The proposed adoption of the eighth amended and restated Memorandum and Articles of Association is subject to the passing of the special resolution by the Shareholders approving the adoption of the eighth amended and restated Memorandum and Articles of Association.

The Company has obtained a letter from its relevant legal advisers that the proposed amendments to the Memorandum and Articles of Association conform with the requirements of the Listing Rules and applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

Details of the proposed amendments and restatements to the Memorandum and Articles of Association are set out in Appendix III of this circular.

LETTER FROM THE BOARD

8. VOTING BY WAY OF A POLL

Pursuant to the Listing Rules and the Articles of Association of the Company, any vote of Shareholders at a general meeting must be taken by poll except where the chairperson of the meeting under the Listing Rules allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. After the Annual General Meeting, the Company will publish the voting results in the manner required by the Listing Rules.

9. PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The notice of the Annual General Meeting is set out on pages 23 to 27 of this circular.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, May 15, 2024 to Tuesday, May 21, 2024 (both dates inclusive). In order to be eligible to attend and vote at the Annual General Meeting, Shareholders of the Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, 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 Tuesday, May 14, 2024.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xikang.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be) (for the Annual General Meeting, it shall be no later than 1:30 p.m. on Sunday, May 19, 2024 (Hong Kong time)). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

10. 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

11. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to the granting of the general mandates to issue Shares and to repurchase Shares and the re-election of the retiring Directors and other resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

12. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices of this circular. The English text of this circular shall prevail over its respective Chinese text for the purpose of interpretation.

By Order of the Board
NEUSOFT XIKANG HOLDINGS INC.
Chairman of the Board and Non-executive Director
Dr. LIU Jiren

April 29, 2024

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Dr. LIU Jiren

Dr. LIU Jiren, aged 68, has been the chairman of the Board and a non-executive Director of our Company since July 15, 2011. He is a core founding member of our Group. Dr. Liu is one of the founders of Neusoft Corporation. He served as a director and the general manager of Shenyang Neusoft Software Co., Ltd.* (瀋陽東軟軟件股份有限公司) (“**Neusoft Software**”) (formerly known as Shenyang Neu-Alpine Software Co., Ltd* (瀋陽東大阿爾派軟件股份有限公司), the predecessor of Neusoft Corporation), from June 1991 to August 1999, the chairman of the board of Neusoft Software from August 1999 to June 2008, and the chairman of the board and president of the former Neusoft Corporation from May 2003 to June 2008. He has acted as the chairman of the board of Neusoft Corporation since June 2008, and the chief executive officer of Neusoft Corporation from June 2008 to April 2021. Dr. Liu has concurrently served as the chairman of the board of Dalian Neusoft Holdings Co., Ltd. (大連東軟控股有限公司) (“**Neusoft Holdings**”) since November 2011. Since August 2018, he has served as a non-executive director and the chairman of the board of Neusoft Education Technology Co., Limited* (東軟教育科技有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 9616.HK) mainly engaged in providing private IT higher education services. In addition, Dr. Liu served as a lecturer at Northeastern University (東北大學) (formerly known as Northeastern University of Technology (東北工學院)) from May 1987 to June 1988, and the vice president of Northeastern University from March 1995 to August 2014. Dr. Liu received his bachelor’s, master’s and doctoral degrees in computer science from Northeastern University in the PRC in April 1980, December 1982 and November 1987, respectively. He has been a professor of Northeastern University since June 1988.

As at the Latest Practicable Date, Dr. LIU Jiren directly and indirectly held 166,984,305 Shares of the Company by virtue of the SFO.

Dr. LIU Jiren and the Company entered into a service contract on September 11, 2023, with a term of 3 years, from September 11, 2023 until the third annual general meeting of the Company (whichever ends earlier). As a non-executive Director, Dr. LIU Jiren does not receive directors’ fees or remuneration from the Company.

(2) Ms. ZONG Wenhong (宗文紅)

Ms. ZONG Wenhong, aged 56, has been the chief executive officer of our Company since December 15, 2015 and the executive Director since December 27, 2019 (previously the vice president and chief medical officer) of our Company. Ms. Zong also holds directorship and senior management position in a number of our Group members, including: (i) the director and the general manager of Beijing Neusoft Xikang Medical Technology Co., Ltd. (北京東軟熙康醫療科技有限公司), (ii) the director and the general manager of Beijing Neusoft Xikang Information Technology Co., Ltd. (北京東軟熙康信息技術有限公司), (iii) the director and the general manager of Shenyang Neusoft Xikang Medical Enterprise Management Co., Ltd. (瀋陽東軟熙康醫療企業管理有限公司), (iv) the director and the general manager of Shenyang

Neusoft Xikang Medical System Co., Ltd. (瀋陽東軟熙康醫療系統有限公司), (v) the director and the general manager of Liaoning Neusoft Xikang Healthcare Management Co., Ltd. (遼寧東軟熙康健康管理有限公司), (vi) the director and the general manager of Shanghai Xikang Healthcare Management Co., Ltd. (上海熙康健康管理有限公司), (vii) the director and the general manager of Ningbo (Neusoft Xikang) Smart Healthcare Research Institute Co., Ltd. (寧波(東軟熙康)智慧健康研究院有限公司), and (viii) the director and the general manager of Neusoft Xikang Healthcare Technology Co., Ltd. (東軟熙康健康科技有限公司). Ms. Zong currently does not hold any executive position in Neusoft Corporation or Neusoft Holdings. Prior to joining our Group, Ms. Zong worked consecutively as (i) the deputy director of Shanghai Jing'an Community Health Service Management Center (上海市靜安區社區衛生服務管理中心) (formerly known as Shanghai Zhabei Community Health Service Management Center (上海市閘北區社區衛生服務管理中心)) from August 2007 to January 2010 and (ii) the standing deputy director of Shanghai Jing'an Health Technology and Information Center (上海市靜安區衛生技術信息中心) (formerly known as Shanghai Zhabei Health Technology and Information Center (上海市閘北區衛生科技與信息中心)) from February 2010 to July 2015. She has served as the vice chairman of the Health Records and Regional Health Informatization Professional Committee (健康檔案與區域衛生信息化專業委員會) of the Chinese Medical Information and Big Data Association (中國衛生信息與健康醫療大數據學會) since May 2019. Ms. Zong obtained her bachelor's degree in clinical medicine in July 2002 from Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) (formerly known as Shanghai No.2 Medicine University (上海第二醫科大學)) in the PRC, and her master's degree in software engineering from Dalian University of Technology (大連理工大學) in the PRC in January 2009. Ms. Zong received her intermediate qualifications (中級資格) in obstetrics and gynecology, internal medicine and general medicine from the National Health Commission of the People's Republic of China (中華人民共和國國家衛生健康委員會) in October 2002, June 2004 and June 2005, respectively. She was granted the title of Chief Physician (主任醫師) in general medicine from Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局) in November 2013.

As at the Latest Practicable Date, Ms. ZONG Wenhong directly and indirectly held 22,145,000 Shares of the Company by virtue of the SFO. (As at the Latest Practicable Date, Ms. ZONG Wenhong held pre-IPO share option corresponding with 10,500,000 Shares of the Company, in accordance with the pre-IPO share option scheme adopted by the Company on March 29, 2019.)

Ms. ZONG Wenhong and the Company entered into a service contract on September 11, 2023, with a term of 3 years, from September 11, 2023 until the third annual general meeting of the Company (whichever ends earlier). Ms. ZONG Wenhong does not receive any remuneration as an executive director, instead, she receives yearly remuneration with reference to her specific management position in the Company. For details of her remuneration in 2023, please refer to the Company's Annual Report for 2023. Relevant remuneration will be adjusted from time to time, with reference to the ratio determined by the Remuneration Committee of the Company as appropriate. The Remuneration Committee of the Company will consider contents below to determine this ratio: (i) results of operations of the Group; and (ii) relevant directors' performance.

(3) Dr. WANG Nan

Dr. WANG Nan, aged 48, has been a non-executive Director of our Company since November 18, 2015. Dr. Wang has been working for Neusoft Corporation since August 1995. From August 1995 to May 2011, she served in Neusoft Corporation, in a consecutive order, as (i) the head of Java application department of the software center (軟件中心Java應用部), (ii) the deputy manager and the head of mobile Internet affair department (移動互聯網事業部) of Neusoft Middleware Technology Branch* (東軟中間件技術分公司), (iii) the deputy director of Neusoft Automotive Advanced Technology Research Center (東軟汽車電子先行技術研究中心), (iv) the vice president and the director of strategic alliance and overseas business promotion department (戰略聯盟與海外業務推進事業部). She is currently (i) the senior vice president since May 2011, (ii) the secretary to the board since December 2011, and (iii) the chief investment officer since April 2021 in Neusoft Corporation. Aside from being a key member of Neusoft Corporation, Dr. Wang has also served as a non-executive director of Hospital Corporation of China Limited (弘和仁愛醫療集團有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 3869.HK) since May 2017. Dr. Wang obtained her bachelor's, master's and doctoral degrees in computer science from Northeastern University in the PRC in June 1994, in March 1997 and in July 2009, respectively. She received her title of intermediate computer engineer (中級計算機工程師) from the Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) on June 30, 2006. Dr. Wang became a member of the Review Committee of Shanghai Stock Exchange in July 2019.

As at the Latest Practicable Date, Dr. WANG Nan directly and indirectly held 22,145,000 Shares of the Company.

Dr. WANG Nan and the Company entered into a service contract on September 11, 2023, with a term of 3 years, from September 11, 2023 until the third annual general meeting of the Company (whichever ends earlier). As a non-executive Director, Dr. WANG Nan does not receive directors' fees or remuneration from the Company.

(4) Mr. XU Hongli

Mr. XU Hongli, aged 59, has been a non-executive Director of our Company since March 20, 2024. Mr. XU is currently the co-president of Neusoft Corporation. Since joining Neusoft Corporation in July 1996, Mr. XU has served successively as the director of Social Security Development Department, director of Software Engineering Department, general manager of Social Security Department of Neusoft Corporation. Mr. XU also served as the general manager of Government Affairs Department of Neusoft Corporation from October 2008 to November 2012, vice president of Neusoft Corporation from February 2002 to March 2014, and senior vice president of Neusoft Corporation from March 2014 to April 2021. He has served as the co-president of Neusoft Corporation since April 2021.

Mr. Xu was awarded the First Class Award for Technological Advancement in Shenyang (瀋陽市科技進步一等獎), the Award of Science and Technology for Revitalization in Shenyang (瀋陽市科技振興獎), two of the Second Class Award for Technological Advancement in Liaoning Province (遼寧省科技進步二等獎), the honorary title of the Top 10 Outstanding Young Factory Directors (Managers) in Shenyang City (瀋陽市十大傑出青年廠長(經理)榮譽稱號), the Outstanding Builder of the Socialist Cause with Chinese Characteristics in Shenyang (瀋陽市優秀中國特色社會主義事業建設者), the Leading Figure of China's Smart City Construction in 2018 (2018中國智慧城市建設領軍人物), the May 1st Labour Medal of Shenyang (瀋陽市五一勞動獎章), the May 1st Labour Medal of Liaoning Province (遼寧省五一勞動獎章) and other awards.

Mr. XU obtained his bachelor's degree of science in mathematics from Northeastern University in the PRC in July 1988, and his master's degree in computer application from Northeastern University in the PRC in March 1996.

Mr. XU Hongli and the Company entered into a service contract on March 20, 2024, with a term of 3 years, from March 20, 2024 until the third annual general meeting of the Company (whichever ends earlier). As a non-executive Director, Mr. XU Hongli does not receive directors' fees or remuneration from the Company.

(5) Dr. CHEN Lianyong

Dr. CHEN Lianyong (陳連勇), aged 61, has been a non-executive Director of our Company since December 27, 2019. Dr. Chen started and worked as a scientist in drug development of Schering Plough Research Institute from January 1993 to July 1997. He has been engaged in the consulting and investment activities in the field of biotech ever since. Dr. Chen is currently the founding managing partner and the chief executive officer of 6 Dimensions Capital, L.P. since August 2017. He has been an executive director and the general manager of Frontline BioVentures (Shanghai) Limited* (崇凱創業投資諮詢(上海)有限公司) since September 2013. He holds directorships in a number of listed companies, including: (i) a director of Shanghai Hile Bio-Technology Co., Ltd.* (上海海利生物技術股份有限公司) (stock code: 603718.SH) since December 2014, (ii) a director of Hua Medicine (華領醫藥) (stock code: 2552.HK) since January 2015, (iii) the chairman of the board and an executive director of Ocumension Therapeutics (歐康維視生物) (stock code: 1477.HK) since May 2018, (iv) a director of CStone Pharmaceuticals (基石藥業) (stock code: 2616.HK) since August 2018, and (v) a director of 111, Inc. (NASDAQ: YI) since May 2019. Dr. Chen obtained his bachelor's degree in chemistry from Peking University (北京大學) in PRC in July 1984. He received his doctoral degree in chemical sciences from the University of Louvain in Belgium in June 1991 and was a postdoctoral researcher in bioorganic chemistry at Massachusetts Institute of Technology in the United States from August 1991 to December 1992.

Dr. CHEN Lianyong entered into a service contract with our Company on September 11, 2023 for a term of three years commencing on September 11, 2023 until the third annual general meeting of the Company (whichever ends earlier). Dr. CHEN Lianyong, as a non-executive Director, does not receive any directors' fees or remuneration from the Company.

(6) Dr. QI Guoxian

Dr. QI Guoxian (齊國先), aged 68, has been an independent non-executive Director of the Company since December 18, 2023. Dr. QI served as the cardiologist, professor and department director in the First Hospital of China Medical University from December 1982 to September 2010. From September 2010 to September 2017, he served as the professor and department director of the Department of Geriatrics of the First Hospital of China Medical University. He has served as the professor and chief physician of the Department of Geriatrics of the First Hospital of China Medical University since September 2017. Dr. QI has also held a number of academic positions in the medical field. He has served as a member of the Standing Committee of the Geriatrics Branch of the Chinese Medical Association since 2009. Since 2019, he has served as the chairman of the Geriatric Disease Prevention and Treatment Professional Committee of the Preventive Medicine Association of Liaoning Province. And since 2023, he has served as the president of the Liaoning Provincial Geriatrics Society. Dr. QI has won several awards in the medical field. He was awarded the May 1st Labor Medal of Liaoning Province from Liaoning Federation of Trade Union in 2014 and the first Liaoning famous doctor from Health Commission of Liaoning Province in 2015. Dr. QI obtained a bachelor's degree in medicine from China Medical University in June 1982 and a master's degree in internal medicine from the First Hospital of China Medical University in June 1987. He obtained his doctorate degree from the Department of Cardiology of the First Hospital of China Medical University in June 2000. In December 2000, Dr. QI was awarded the titles of professor and chief physician by the Liaoning Provincial Department of Human Resources and Social Security, and was awarded the title of doctoral supervisor by China Medical University in the same year.

Dr. QI Guoxian entered into a letter of appointment of an independent non-executive director with the Company on October 11, 2022 for a term of three years commencing from December 18, 2023. According to the letter of appointment, the annual Director's fee of Dr. QI Guoxian as an independent non-executive Director payable by the Company is HK\$150,000. Dr. QI's remuneration was determined by the Board with reference to the recommendation made by the Remuneration Committee after taking into account market conditions and his duties and responsibilities with the Group.

Save as disclosed above, as of the Latest Practicable Date, each of the above re-elected candidates for directors does not have any other major appointments and professional qualifications; nor does any of them hold any other positions within the Company or its subsidiaries or any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date; nor does any of them have any relationship with any directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, to the knowledge and belief of the directors, the above re-elected candidates for directors do not have any interests in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Each of the above re-elected candidates for directors confirms that there is not any other matter relating to his proposed appointment that needs to be brought to the attention of the shareholders, nor is there any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 841,876,805 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 841,876,805 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to 84,187,680 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. With effect from June 11, 2024, the Listing Rules will be

amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. Under the amended Listing Rules, in the event the Company conducts a repurchase of Shares, the Company may cancel such repurchased Shares and/or hold them as treasury shares subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases (the Company may use the general mandate to allot, issue and deal with additional Shares (including any sale and transfer of Shares out of treasury that are held as treasury shares) after the relevant amendments to Listing Rules have come into effect and upon completion of relevant compliance obligations). All Shares held as treasury shares retain their listing status.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during September 28, 2023 (the date on which the Shares were listed on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
September	3.70	2.38
October	2.58	1.58
November	1.97	1.50
December	1.61	1.30
2024		
January	1.48	0.85
February	0.99	0.77
March	1.32	0.83
April (<i>up to the Latest Practicable Date</i>)	1.08	0.80

6. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed Share Repurchase Mandate has any unusual features.

7. 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Neusoft (HK), the largest Shareholder of the Company, held 199,213,210 Shares of the Company, representing approximately 23.66% of the issued Shares of the Company. Neusoft (HK) is a wholly-owned subsidiary of Neusoft Corporation and Neusoft Corporation is deemed to be interested in the Shares held by Neusoft (HK) under the Securities and Futures Ordinance. In the event that the Directors exercise in full their powers to repurchase Shares pursuant to the proposed Share Repurchase Mandate, the shareholdings of Neusoft Corporation and Neusoft (HK) would increase to approximately 26.29% of the issued Shares of the Company.

The Directors believe that such an increase would not give rise to a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Share Repurchase Mandate to such an extent as would give rise to a mandatory offer under Rule 26 of the Takeovers Code and/or to result in the total number of Shares held by Public Shareholders falling below the prescribed minimum percentage as required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS AND RESTATEMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The details of the proposed amendments and restatement to the existing seventh amended and restated Memorandum and Articles of Association of the Company are set out below:

Original Memorandum and Articles of Association	Proposed amendments and restatement to Memorandum and Articles of Association
Cover of Memorandum and Articles of Association	
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SEVENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p align="center">OF</p> <p>NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司</p> <p>(conditionally adopted by special resolution passed on 11 September 2023 and effective on 28 September 2023)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SEVENTHEIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p align="center">OF</p> <p>NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司 <u>XIKANG CLOUD HOSPITAL HOLDINGS INC.</u> <u>熙康雲醫院控股有限公司</u></p> <p>(conditionally adopted by special resolution passed on 11 September 2023 <u>May 21, 2024</u> and effective on 28 September 2023 <u>[●] 2024</u>)</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS AND RESTATEMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

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**APPENDIX III DETAILS OF PROPOSED AMENDMENTS AND RESTATEMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Original Memorandum and Articles of Association	Proposed amendments and restatement to Memorandum and Articles of Association
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<p>1 The name of the Company is NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司.</p>	<p>1 The name of the Company is NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司 <u>XIKANG CLOUD HOSPITAL HOLDINGS INC.</u> 熙康雲醫院控股有限公司.</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS AND RESTATEMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Original Memorandum and Articles of Association	Proposed amendments and restatement to Memorandum and Articles of Association
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<p>“Company” shall mean NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司.</p>	<p>“Company” shall mean NEUSOFT XIKANG HOLDINGS INC. 東軟熙康控股有限公司 <u>XIKANG CLOUD HOSPITAL HOLDINGS INC.</u> 熙康雲醫院控股有限公司.</p>

NOTICE OF ANNUAL GENERAL MEETING



NEUSOFT XIKANG HOLDINGS INC.

東軟熙康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9686)

Notice is hereby given that the Annual General Meeting of Neusoft Xikang Holdings Inc. (the “**Company**”) will be held at Building 1, Cultural Plaza, No. 1999 Zhongshan East Road, Yinzhou District, Ningbo, Zhejiang, the PRC (Conference Room, 2/F, Ningbo Cloud Hospital) on Tuesday, May 21, 2024 at 1:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, directors’ report and auditor’s report of the Company for the year ended December 31, 2023.
2.
 - (a) To re-elect Dr. LIU Jiren as a non-executive Director;
 - (b) To re-elect Ms. ZONG Wenhong as an executive Director;
 - (c) To re-elect Dr. WANG Nan as a non-executive Director;
 - (d) To re-elect Mr. XU Hongli as a non-executive Director;
 - (e) To re-elect Dr. CHEN Lianyong as a non-executive Director;
 - (f) To re-elect Dr. QI Guoxian as an independent non-executive Director; and
 - (g) To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to allot, issue and deal with additional Shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the issue of shares upon the exercise of options granted under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme 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; and

shall not exceed 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in case of any consolidation or subdivision of Shares of the Company after the passing of this resolution); and

- (c) for the purposes 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to exercise all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of Shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after passing this resolution); and
- (c) for the purposes 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the total number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after passing this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Neusoft Xikang Holdings Inc.” to “Xikang Cloud Hospital Holdings Inc.” and the dual foreign name in Chinese of the Company from “東軟熙康控股有限公司” to “熙康雲醫院控股有限公司” (the “**Proposed Change of Name of the Company**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

8. “**THAT** subject to the passing of the resolution numbered 7 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended in the manner as set out in the circular of the Company dated April 29, 2024 (the “**Circular**”); and the eighth amended and restated Memorandum and Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the eighth amended and restated Memorandum and Articles of Association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

NEUSOFT XIKANG HOLDINGS INC.

Chairman of the Board and Non-executive Director

Dr. LIU Jiren

Hong Kong, April 29, 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions at the Annual General Meeting shall be taken by poll except where the chairperson of the meeting allows a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf when voting by poll. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
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 completed and deposited at our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). (In terms of the Annual General Meeting, i.e. not later than 1:30 p.m. on Sunday, May 19, 2024 (Hong Kong time)). Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the membership of Shareholders who will be entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, May 15, 2024 to Tuesday, May 21, 2024 (both dates inclusive). In order to qualify for attending and voting at the Annual General Meeting, please Shareholders who are not registered of the Company ensure that all transfer forms accompanied by the relevant share certificates must be lodged with our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, May 14, 2024.
5. A circular containing further details concerning items 2, 3, 4, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2023 Annual Report today.
6. References to time and dates in this notice are to Hong Kong time and dates.