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## **Hygeia Healthcare Holdings Co., Limited**

**海吉亚医疗控股有限公司**

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

**(Stock Code: 6078)**

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE OF COMPOSITION OF BOARD COMMITTEES;  
(2) CHANGE OF ADDRESS OF  
PRINCIPAL PLACE OF BUSINESS IN HONG KONG;  
AND  
(3) PROPOSED CHANGE OF AUDITOR**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Hygeia Healthcare Holdings Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from May 29, 2025, Mr. Liu Yanqun (“**Mr. Liu**”) has retired from his positions as an independent non-executive Director, chairman of the nomination committee (the “**Nomination Committee**”) of the Board, member of the audit committee (the “**Audit Committee**”) of the Board and member of the remuneration committee (the “**Remuneration Committee**”) of the Board due to his desire to devote more time to his personal commitments. Mr. Liu has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his valuable contributions and service to the Company during his tenure of service.

The Board is also pleased to announce that, with effect from May 29, 2025, Mr. Zhang Guozhong (“**Mr. Zhang**”) has been appointed as an independent non-executive Director. The biographical details of Mr. Zhang are set out below:

Mr. Zhang, aged 53, has over 25 years of experience in the healthcare management industry. He currently serves as deputy director of the Hainan Guokang Health Research Institute (海南國康衛生健康研究院), deputy director and secretary-general of the Sixth Committee of the Private Hospital Branch of the China Hospital Association (中國醫院協會民營醫院分會), director of the Seventh Council of the Chinese Medical Equipment Association (中國醫學裝備協會), secretary-general of the Second Committee of the Private Hospital Equipment Management Branch of the Chinese Medical Equipment Association (中國醫學裝備協會民營醫院裝備管理分會), executive director of the Second Committee of the Health Industry Branch of the Chinese Health Economics Association (中國衛生經濟學會) and secretary-general of the Medical Clinical Specialty Development Expert Committee of the China Medical Foundation (中國醫學基金會).

Mr. Zhang graduated from Tongji Medical College of Huazhong University of Science and Technology (formerly known as Tongji Medical University) in July 1999 with a bachelor's degree in health administration. Mr. Zhang joined the China Hospital Association (formerly known as the Chinese Hospital Management Association) in March 2000 participating in editorial work of the association journal "*Chinese Hospital*". The magazine was established in June 2002, at which point Mr. Zhang became to serve as the office director of the magazine. In April 2007, Mr. Zhang was transferred to "*Chinese Hospital Architecture and Equipment*" magazine as office director and subsequently served as the deputy editor-in-chief and planning director. In December 2020, Mr. Zhang started serving as the director of the research department at Beijing Kushi Health Technology Research Institute (北京庫石健康科技研究院).

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing on May 29, 2025, which is terminable by either party by giving not less than one month's prior notice in writing served by either party to the other. He will hold office until the upcoming annual general meeting of the Company to be held on June 27, 2025 (the "**Annual General Meeting**") at which he will be eligible for the election. Thereafter, he will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the articles of association of the Company. Pursuant to the letter of appointment, Mr. Zhang is entitled to a director's fee of RMB240,000 per annum (before tax) for his services rendered to the Company, as recommended by the Remuneration Committee and determined by the Board with reference to Mr. Zhang's relevant experience and qualifications, his role and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement, Mr. Zhang did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zhang has confirmed (i) his independence as regards to each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) he had no past or present or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, Mr. Zhang has confirmed that (i) he did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he did not have any other relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); (iii) has not held any other positions with any members of the Group; and (iv) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange relating to Mr. Zhang’s appointment as an independent non-executive Director.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, with effect from May 29, 2025, Mr. Zhang has been appointed as the chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee.

The Board would like to express its warmest welcome to Mr. Zhang on his new appointment.

## **CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board hereby announces that with effect from May 29, 2025, the address of the Company’s principal place of business in Hong Kong will change to Unit 1608, New World Tower 1, 16–18 Queen’s Road Central, Hong Kong.

## PROPOSED CHANGE OF AUDITOR

Pursuant to Rule 13.51(4) of the Listing Rules, the Board hereby announces that PricewaterhouseCoopers will retire as the auditor of the Company effective from the conclusion of the Annual General Meeting. According to the letter of termination of audit appointment issued by PricewaterhouseCoopers on May 29, 2025, PricewaterhouseCoopers has indicated that it will not offer itself for re-appointment as the auditor of the Company for the year ending December 31, 2025 as a consensus on the proposed auditor's remuneration for the financial year ending December 31, 2025 could not be reached.

The Company is incorporated under the laws of Cayman Islands. To the best of the Board's knowledge, information and belief and having made all reasonable enquiries, there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance connected with its retirement which needs to be brought to the attention of the Shareholders. Therefore, PricewaterhouseCoopers has not issued such confirmation.

The Board and the Audit Committee confirm that there is no disagreement between the Company and PricewaterhouseCoopers and there are no other matters or circumstances in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to PricewaterhouseCoopers for their quality services provided in previous years.

The Board, on the recommendation of the Audit Committee, has resolved to propose Deloitte Touche Tohmatsu ("**Deloitte**") as the new auditor of the Company with effect from the retirement of PricewaterhouseCoopers at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders by way of an ordinary resolution. For the proposed appointment of Deloitte as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the competence and quality of Deloitte including its audit experience, industry knowledge and technical competence; (ii) the audit proposal of Deloitte; (iii) its independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capabilities including size and structure of the proposed audit team; and (vi) the relevant guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and is of the view that Deloitte is independent, eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the proposed change of auditor would not have any material impact on the Group and is in the interest of the Company and the Shareholders as a whole.

A circular containing, among other things, details of the proposed re-election of Mr. Zhang as an independent non-executive Director and the proposed appointment of Deloitte, together with the notice to convene the Annual General Meeting will be dispatched to the Shareholders in due course.

By order of the Board  
**Hygeia Healthcare Holdings Co., Limited**  
**Mr. Zhu Yiwen**  
*Chairman*

Hong Kong, May 29, 2025

*As of the date of this announcement, the Board comprises Mr. Zhu Yiwen as chairman and executive Director, Mr. Ren Ai, Ms. Cheng Huanhuan, Mr. Zhang Wenshan and Ms. Jiang Hui as executive Directors, and Mr. Zhao Chun, Mr. Ye Changqing and Mr. Zhang Guozhong as independent non-executive Directors.*