

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**廣東康華醫療集團股份有限公司**  
**GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 3689)**

**(1) POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING  
HELD ON 18 JUNE 2025;**  
**(2) CHANGE OF DIRECTORS OF  
THE FOURTH SESSION OF THE BOARD;**  
**(3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES; AND**  
**(4) DISTRIBUTION OF FINAL DIVIDEND FOR 2024**

The Board is pleased to announce that all resolutions set out in the Notice of 2024 AGM were duly passed at the AGM held on 18 June 2025.

**POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING**

References are made to the notice of the 2024 annual general meeting (“AGM”) and the circular of the AGM (the “Circular”) of Guangdong Kanghua Healthcare Group Co., Ltd. (the “Company”) both dated 28 April 2025 (the “Notice of AGM”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the AGM was held at 3:00 p.m. on Wednesday, 18 June 2025 at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC by way of an on-site meeting, and the resolutions set out in the Notice of AGM were passed by way of poll. Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, and Baker Tilly Hong Kong Limited acted as the scrutineer for vote counting at the AGM.

The AGM was convened by the Board and chaired by Mr. Wang Junyang, the Chairman of the Board and an executive director of the Company. The AGM was convened in accordance with the Company Law of the PRC and the Articles of Association of the Company.

As at the date of the AGM, the total number of shares issued by the Company was 334,394,000 Shares (comprising 250,000,000 Domestic Shares and 84,394,000 H Shares), which was the total number of Shares entitling the Shareholders to attend and vote for or against or abstain from voting in respect of the resolutions proposed at the AGM. Shareholders holding an aggregate of 276,966,974 Shares with voting rights, representing approximately 82.83% of the total issued Shares, attended the AGM either in person or by proxy. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules and no Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The poll results of the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the work report of the board of directors of the Company (the “ <b>Board</b> ”) for 2024.	276,966,974 (100%)	0 (0%)	0 (0%)
2.	To consider and, if thought fit, approve the work report of the supervisory committee of the Company for 2024.	276,966,974 (100%)	0 (0%)	0 (0%)
3.	To consider and, if thought fit, approve the financial reports of the Company for 2024.	276,966,974 (100%)	0 (0%)	0 (0%)
4.	To consider and, if thought fit, approve the annual report of the Company for 2024.	276,966,974 (100%)	0 (0%)	0 (0%)
5.	To consider and if thought fit, approve the proposed final dividend of the Company for 2024.	276,966,974 (100%)	0 (0%)	0 (0%)
6.	To consider and, if thought fit, approve the re-appointment of Baker Tilly China Certified Public Accountant and Baker Tilly Hong Kong Limited as the Company’s domestic and international auditor, respectively until the close of the annual general meeting of the Company for 2025, and to authorise the Board to fix their respective remuneration.	276,966,974 (100%)	0 (0%)	0 (0%)
7.	To appoint Ms. Lam Shiu Ling Cecilia as an independent non-executive director of the Company of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	276,966,974 (100%)	0 (0%)	0 (0%)

Special Resolution		Number of Votes (%)		
		For	Against	Abstain
8.	To consider and, if thought fit, issue additional H shares and additional domestic shares in the share capital of the Company and to grant the Board a general mandate to issue additional shares.	276,966,974 (100%)	0 (0%)	0 (0%)

As more than half of the votes were cast in favour of the ordinary resolutions numbered 1 to 7 set out above at the AGM, all such resolutions were duly passed as ordinary resolutions of the Company. As more than two-thirds of the votes were cast in favour of the special resolution numbered 8 set out above at the AGM, such resolution was duly passed as special resolution of the Company.

All the Directors, namely Mr. Wang Junyang, Mr. Chen Wangzhi, Mr. Wong Wai Hung, Ms. Wang Aiqin, Mr. Lv Yubo, Mr. Yeung Ming Lai, Dr. Chen Keji and Mr. Chan Sing Nun, attended the AGM either in person or by electronic means.

#### **CHANGE OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD**

As disclosed in the Circular, Mr. Yeung Ming Lai (“**Mr. Yeung**”) has tendered his resignation as an independent non-executive Director to devote more time to his other endeavours. Mr. Yeung’s resignation will become effective upon approval of appointment of the new independent non-executive Director at the AGM. Mr. Yeung confirmed that he had no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders.

The Company is pleased to announce that Ms. Lam Shiu Ling Cecilia (“**Ms. Lam**”) was appointed as an independent non-executive Director of the fourth session of the Board. Ms. Lam’s term of office will be from the conclusion of the AGM to the date of expiry of the term of office of the fourth session of the Board. The biographical details of Ms. Lam were set out in the Circular. As at the date of this announcement, there was no change in such information.

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

The Board announces that, following the conclusion of the AGM, (1) Mr. Yeung ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company and (2) Ms. Lam has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

An updated List of Directors and Their Role and Function including the composition of each of the committees of the Board is also made available on the websites of The Stock Exchange of Hong Kong Limited and the Company.

## **DISTRIBUTION OF FINAL DIVIDEND FOR 2024**

At the AGM, the resolution regarding the proposed final dividend of the Company for 2024 was duly approved by the Shareholders.

The Company will distribute a final dividend of RMB15 cents per share (inclusive of applicable tax) for the year ended 31 December 2024 to the Shareholders whose names appear on the register of members of the Company on Friday, 27 June 2025 (the “**Record Date**”). The register of members of H Shares of the Company will be closed from Wednesday, 25 June 2025 to Friday, 27 June 2025, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for the entitlement to the final dividend, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company’s H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, before 4:30 p.m., on Tuesday, 24 June 2025 for registration. Pursuant to the requirements of the Articles of Association, dividends are denominated and distributed in RMB. Dividends distributed to holders of Domestic Shares are paid in RMB, and dividends distributed to holders of H Shares are paid in Hong Kong dollars. The exchange rate for the final dividend to be paid in Hong Kong dollars shall be the average closing exchange rates for Hong Kong dollars as announced by the Foreign Exchange Trading Centre of the PRC for one calendar week prior to the approval of the final dividend at the AGM. Based on the above exchange rate, a final dividend of HK\$0.16 (inclusive of applicable tax) will be payable per H Share.

The Company has appointed ABC Trustee Limited as the Hong Kong Receiving Agent (“**Receiving Agent**”) to receive the dividends distributed by the Company on behalf of the holders of H Shares. Dividends will be paid by the Receiving Agent and the relevant dividend warrants will be sent out by way of ordinary post by Computershare Hong Kong Investor Services Limited, the Company’s H Shares registrar, on or about 25 July 2025 to the holders of H Shares entitled to receive the dividends at the risk of the holders of H Shares.

## **WITHHOLDING AND PAYMENT OF DIVIDEND TAX**

### **Individual Income Tax Payable by Non-resident Individual Shareholders**

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them with the PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual holders of H Shares wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to Computershare Hong Kong Investor Services Limited. The

Company will assist with the tax refund after the approval of the competent tax authority. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of H Shares are residents of the countries which had an agreed tax rate of 20% with the PRC, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

### **Enterprise Income Tax Payable by Non-resident Enterprise Shareholders**

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members of H Shares Shareholder when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change its Shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as at the Record Date.

By order of the Board of Directors  
**Guangdong Kanghua Healthcare Group Co., Ltd.\***  
**WANG Junyang**  
*Chairman and Executive Director*

Hong Kong, 18 June 2025

*As at the date of this announcement, the executive Directors are Mr. WANG Junyang, Mr. CHEN Wangzhi, Mr. WONG Wai Hung and Ms. WANG Aiqin; the non-executive Director is Mr. LV Yubo and the independent non-executive Directors are Dr. CHEN Keji, Mr. CHAN Sing Nun and Ms. LAM Shiu Ling Cecilia.*

\* For identification purposes only