THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Universal Health International Group Holding Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
大健康國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL
AND
NOTICE OF EGM

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the EGM to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, China at 10:00 a.m. on Tuesday, 19 August 2025 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.uhighl.com.

A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Whether or not you plan to attend the EGM or any adjournment thereof, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Such proxy form is also published on The Stock Exchange of Hong Kong Limited's HKExnews website at www.hkexnews.hk and the Company's website at www.uhighl.com. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to have been revoked.

1 August 2025

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

"Board"	the board of Directors
"Company"	Universal Health International Group Holding Limited (大健康國際集團控股有限公司), a company incorporated in the Cayman Islands, the Shares of which are listed and traded on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"EGM"	an extraordinary general meeting of the Company to be held, at which to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the EGM which are set out on pages EGM-1 to EGM-2 of this circular
"Group"	the Company and its subsidiaries
"Increase in Authorised Share Capital"	the proposed increase in the authorised share capital of the Company from US$10,000,000 divided into 100,000,000 Shares of US$0.1 each to US$50,000,000 divided into 500,000,000 Shares of US$0.1 each by the creation of an additional 400,000,000 new unissued Shares
"Latest Practicable Date"	28 July 2025, 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, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of USD$0.1 each in the share capital of the Company
"Shareholder(s)"	the registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 13 May 2025 entered into between the Company as issuer and Huang Yu Holdings Limited (皇御控股有限公司) as subscriber in respect of the Subscription

"Subscription Shares"	A total of 30,440,263 Shares subscribed by Huang Yu Holdings Limited (皇御控股有限公司) under the Subscription Agreement, and "Subscription Share" shall refer to any of them
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
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Executive Directors:
Mr. CHU Chuanfu *(Chairman and Chief Executive Officer)*
Mr. JIN Dongkun *(Vice Chairman)*
Mr. ZHAO Zehua

Independent Non-executive Directors:
Mr. CHENG Sheung Hing
Ms. CHIANG Su Hui Susie
Mr. ZOU Haiyan

Registered office:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

1 August 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL AND NOTICE OF EGM

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolution to be proposed at the EGM relating to the Increase in Authorised Share Capital, and to give you notice of the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is US$10,000,000 divided into 100,000,000 Shares of a nominal value of US$0.1 each. The number of issued and paid-up Shares of the Company as at the Latest Practicable Date was 80,105,955 Shares.

Reference is made to the circular of the Company dated 4 July 2025 in relation to the Subscription. As the Company's existing authorised share capital is insufficient to issue all the Subscription Shares, the Board considers that it is necessary to implement the Increase in Authorised Share Capital.

In order to accommodate the Subscription and to enable the Company to have greater flexibility to raise funds in the future to promote future business growth, the Board proposed to increase the authorised share capital of the Company from US$10,000,000 divided into 100,000,000 Shares of US$0.1 each to US$50,000,000 divided into 500,000,000 Shares of US$0.1 each by the creation of an additional 400,000,000 new unissued Shares. Such new Shares, upon issue and fully paid, shall rank pari passu in all respects with the existing issued Shares.

The Board is of the view that the Increase in Authorised Share Capital will ensure the full and proper allotment and issuance of the Subscription Shares pursuant to the Subscription Agreement, provide flexibility to the Company for future fundraising opportunities and facilitate the Company in its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, save for the Subscription Shares which may be issued pursuant to the Subscription Agreement, the Company has no present intention to issue Shares from any part of the authorised share capital of the Company to be increased but may or may not issue Shares in the future depending on market conditions and the financial needs of the Company.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM and will become effective upon the approval by the Shareholders at the EGM.

EGM

A notice convening the EGM to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, China on Tuesday, 19 August 2025 at 10:00 a.m. at which an ordinary resolution will be proposed for the approval of the Increase in Authorised Share Capital, is set out on pages EGM-1 to EGM-2 of this circular.

To the best knowledge of the Directors, as at the Latest Practicable Date, no Shareholder has a material interest in the Increase in Authorised Share Capital and accordingly, no Shareholder is required to abstain from voting in respect of the resolution at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be proposed at the EGM (as set out in the notice of EGM) will be voted by way of a poll. An announcement on the results of the poll will be made by the Company after the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules. A form of proxy for use at the EGM is enclosed with this Circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any

adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. Voting on the proposed resolutions at the EGM will be taken by poll.

ENTITLEMENT OF ATTENDING AND VOTING AT EGM

Shareholders whose names appear on the register of members of the Company on Tuesday, 19 August 2025 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 18 August 2025.

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.

RECOMMENDATION

Having considered the above, the Directors are of the view that the Increase in Authorised Share Capital is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution set out in the notice of the EGM to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Universal Health International Group Holding Limited
CHU Chuanfu
Chairman and Executive Director

UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
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NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Universal Health International Group Holding Limited (the "**Company**") will be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 19 August 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** the authorised share capital of the Company be increased from US$10,000,000 divided into 100,000,000 shares of US$0.1 each (the "**Shares**") to US$50,000,000 divided into 500,000,000 Shares of US$0.1 each by the creation of an additional 400,000,000 Shares (the "**Increase in Authorised Share Capital**"), such Shares, upon issue and fully paid, shall rank pari passu in all respects with the existing issued Shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and articles of association of the Company; **AND THAT** any one or more of the directors, the company secretary and the registered office provider of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital, including without limitation to make any relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

By Order of the Board
Universal Health International Group Holding Limited
CHU Chuanfu
Chairman and Executive Director

Hong Kong, 1 August 2025

Notes:

(i) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. Holders of treasury Shares of the Company, if any, shall abstain from voting at the Company's general meeting in connection to such treasury Shares.

(ii) In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.

(iii) Shareholders whose names appear on the register of members of the Company on Tuesday, 19 August 2025 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 August 2025.

(iv) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(v) In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.