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Human Health Holdings Limited
盈健醫療集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1419)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Human Health Holdings Limited (the "**Company**") will be held at Room 02, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Wednesday, 10 December 2025 at 11:30 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the "**Directors**") and the auditor of the Company for the year ended 30 June 2025;

2. to declare a final dividend;

3. to appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors of the Company (the "**Board**") to fix its remuneration;

4. (a) to re-elect Dr. Pang Lai Sheung as an executive Director;

   (b) to re-elect Dr. Lui Sun Wing as an independent non-executive Director;

   (c) to authorise the Board to fix the remuneration of the Directors;

to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

5. "**THAT**:

   (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares of the Company (including any resale and/or transfer of shares of the Company repurchased or otherwise acquired and held by the Company in treasury or held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities

Clearing Company Limited ("**Treasury Shares**")); (ii) securities convertible into shares of the Company; and (iii) options, warrants or similar rights to subscribe for any shares or convertible securities of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;

(c) the aggregate number of shares of the Company (including any resale and/or transfer of Treasury Shares) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;

(iii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company;

(iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company;

shall not exceed 20 per cent of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution and the said approval shall be limited accordingly;

(d) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the shares of the Company at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company or (ii) any securities convertible into new shares of the Company, for cash consideration;

(e) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of securities of the Company that may be issued pursuant to the approval in paragraph (a) of this resolution as may be extended by Resolution 7 below set out in the notice convening this meeting of which this resolution forms part if so passed, as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval, shall be adjusted to such extent accordingly; and

(f) for the purpose 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 any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

"benchmarked price" means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

"Rights Issue" means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).";

6. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval shall be adjusted to such extent accordingly; and

(d) for the purpose 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 any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.";

7. "**THAT** subject to the passing of Resolutions 5 and 6 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution."; and

8. "**THAT**

(a) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to any share options that may be exercised under the share option scheme of the Company (the terms of which are contained in the document marked "A" produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the "**Share Option Scheme**"), the Share Option Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including without limitation:

(i) to administer the Share Option Scheme, or to delegate the authority to the Committee (as defined in the Share Option Scheme) or one or more persons, entities or contractors, who may be appointed by the Board from time to time to administer the Share Option Scheme under which share options will be granted to eligible participants under the Share Option Scheme;

(ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;

(iii) to grant share options under the Share Option Scheme and to issue and allot or transfer from time to time such number of Shares as may be required to be issued and allotted or transferred pursuant to the share options under the Share Option Scheme and subject to the Listing Rules;

(iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the share options under the Share Option Scheme; and

(v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and

(b) the existing share option scheme adopted by the Company on 17 February 2016 and as subsequently amended on 7 December 2023 be and is hereby terminated with effect from the adoption of the Share Option Scheme."

9. "**THAT** the Scheme Mandate Limit as defined in the circular of the Company dated 31 October 2025 (being 10% of the total number of Share (excluding Treasury Shares) in issue as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.";

10. "**THAT** conditional upon the Share Option Scheme, and the Scheme Mandate Limit being approved and adopted by way of ordinary resolutions of the Company numbered 8 and 9 above, the Service Provider Sub-limit as defined in the circular of the Company dated 31 October 2025 (being 8% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit."

Yours faithfully,
By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

Hong Kong, 31 October 2025

Principal place of business:
12th Floor
Enterprise Square Two
3 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.

2. A form of proxy for use in connection with the forthcoming annual general meeting on Wednesday, 10 December 2025 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.

3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 5 December 2025 to Wednesday, 10 December 2025, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 December 2025.

5. For the purpose of ascertaining the Shareholders' entitlement to receive the final dividend, the register of members of the Company will be closed from Wednesday, 17 December 2025 to Thursday, 18 December 2025, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 December 2025.

6. As at the date of this notice, the executive Directors are Mr. Chan Kin Ping, BBS, JP, Dr. Pang Lai Sheung and Mr. Poon Chun Pong; the independent non-executive Directors are Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Chan Hey Man.

7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time on the date of the annual general meeting, the annual general meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.humanhealth.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled annual general meeting.

8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.