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 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 Tian An Medicare Limited ("Company"), you should at once hand this circular, the accompanying form of proxy and the 2025 Annual Report 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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天安卓健有限公司

TIAN AN MEDICARE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("AGM") of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 18 May 2026 at 11:00 a.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment or postponement thereof if they so wish.

17 April 2026

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In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meanings:

"AGL"	Allied Group Limited, a company incorporated in Hong Kong with limited liability, the ultimate holding company of the Company, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 373)
"AGM"	annual general meeting of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 18 May 2026 at 11:00 a.m. or any adjournment or postponement thereof
"Board"	board of Directors
"Bye-Laws"	the bye-laws of the Company (as amended from time to time)
"Company"	Tian An Medicare Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 383)
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Non-Executive Director(s)"	independent non-executive Director(s) of the Company
"Latest Practicable Date"	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum of Association"	the memorandum of association of the Company (as amended from time to time)
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the Company
"Share Buy-backs Code"	Hong Kong Code on Share Buy-backs

"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"TACI"	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, the holding company of the Company, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 28)
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"2025 Annual Report"	annual report of the Company for the year ended 31 December 2025
"%"	per cent

天安卓健有限公司
TIAN AN MEDICARE LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 383)

Executive Directors:
Mr. Kong Muk Yin
Mr. Guo Meibao

Non-Executive Directors:
Mr. Lee Seng Hui *(Chairman)*
Mr. Mark Wong Tai Chun
Mr. Zhou Haiying
Mr. Gao Zhaoyuan
Ms. Zhang Yuanyuan

Independent Non-Executive Directors:
Dr. Xia Xiaoning
Dr. Wong Wing Kuen, Albert
Ms. Yang Lai Sum, Lisa
Mr. Cao Dan

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Rooms 1904B-5, 19/F
Allied Kajima Building
No. 138 Gloucester Road
Wanchai
Hong Kong

17 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; and (ii) the granting to the Directors of general mandates to issue securities of the Company and repurchase Shares up to 20% and 10% respectively of the total number of Shares in issue as at the date of the passing of such resolutions.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eleven (11) Directors, namely Mr. Kong Muk Yin, Mr. Guo Meibao, Mr. Lee Seng Hui, Mr. Mark Wong Tai Chun, Mr. Zhou Haiying, Mr. Gao Zhaoyuan, Ms. Zhang Yuanyuan, Dr. Xia Xiaoning, Dr. Wong Wing Kuen, Albert, Ms. Yang Lai Sum, Lisa and Mr. Cao Dan.

Pursuant to Bye-law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors (save for any chairman of the Board or managing director who does not choose to subject themselves to the retirement by rotation process stated in this Bye-Law) for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation provided that (i) each Director shall retire from office by rotation once every three years notwithstanding the above; (ii) at each annual general meeting any Director who has not been subject to rotation in the immediate preceding three years shall also retire from office by rotation thereat; and (iii) a Director holding office as a chairman of the Board or managing director who does not choose to subject themselves to the retirement by rotation process stated in this Bye-Law shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. Without prejudice to the foregoing, the Directors to retire in every annual general meeting shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to Bye-Laws 99 of the Bye-Laws, Mr. Lee Seng Hui, Mr. Guo Meibao, Mr. Mark Wong Tai Chun and Mr. Zhou Haiying shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 19 May 2025, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of Shares in issue as at that date ("Existing Issue Mandate"), being 216,630,091 Shares; and (ii) to repurchase Shares up to 10% of the total number of Shares in issue as at that date ("Existing Repurchase Mandate") being 108,315,045 Shares.

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in dealing of the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

Following the expiration of the Existing Issue Mandate, new general mandates to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of Shares in issue as at the date of passing the resolution as set out in Resolution No. 4(A) of the notice of AGM will be proposed at the AGM. Subject to the passing of the resolution granting the proposed mandate to issue securities of the Company and on the basis that no further securities are issued or repurchased before the AGM, the Company will be allowed under such mandate to issue a maximum of 216,106,091 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date. In addition, a new general mandate to repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing the resolution ("Share Repurchase Mandate") as set out in Resolution No. 4(B) of the notice of AGM will also be proposed at the AGM. A resolution authorising the extension of the general mandate to the Directors to issue securities of the Company to include the total number of such Shares repurchased (if any) under the Share Repurchase Mandate is to be proposed as Resolution No. 4(C) of the notice of AGM at the AGM.

With reference to the proposed new general mandates, the Directors, as at the Latest Practicable Date, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 4(B) to be proposed at the AGM in relation to the proposed Share Repurchase Mandate is set out in Appendix II to this circular.

AGM

The notice of the AGM to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 18 May 2026 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A copy of the 2025 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, inter alia, the re-election of Directors and the general mandates to issue securities of the Company and repurchase Shares will be proposed at the AGM.

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, 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. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment or postponement thereof if they so wish.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue securities of the Company and repurchase Shares, and to add the total number of Shares that may be repurchased to the total number of Shares that may be allotted pursuant to the general mandate to issue securities of the Company are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Tian An Medicare Limited
Kong Muk Yin
Executive Director

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Lee Seng Hui ("Mr. Lee"), aged 57, was appointed the Chairman and a Non-Executive Director of the Company in October 2023. Mr. Lee graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is the chief executive and an executive director of Allied Group Limited and the chairman and a non-executive director of Tian An China Investments Company Limited. He is also a non-executive director of APAC Resources Limited. In 2025, Mr. Lee stepped down as the non-executive chairman and later as an alternate director to the non-executive chairman of MGX Resources Limited (formerly known as Mount Gibson Iron Limited), a company listed on the Australian Securities Exchange. Save as disclosed above, Mr. Lee did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

As at the Latest Practicable Date, Mr. Lee together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee's personal interest), which in turn indirectly owned approximately 51.46% of the total number of issued Shares and were therefore deemed to have an interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Lee and the Company, the term of his service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Lee is not receiving any remuneration from the Company.

Save as disclosed above, Mr. Lee did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Lee's re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Guo Meibao ("Mr. Guo"), aged 52, was appointed as an Executive Director of the Company in September 2018. Mr. Guo graduated with a major in Financial Accounting in 1995 and obtained an Executive Master of Business Administration from Fudan University, a Master of Business Administration from the Open University of Macau and a Certified Public Accountant in the People's Republic of China (the "PRC"). He has more than 20 years of financial, operational and investment management experience in the PRC's medical, property and other industries. Mr. Guo was the chairman of 深圳市大馬化投資有限公司 from March 2017 to September 2018. He was a financial controller and the chief executive officer and chairman of 同仁醫療產業集團有限公司 (Tongren Healthcare Industry Group Co., Ltd., a wholly-owned subsidiary of the Company) from October 2010 to October 2013 and from October 2013 to March 2017 respectively. He was a financial controller and the general manager and chairman of 連雲港嘉泰建設工程有限公司 (Lianyungang Jiatai Construction Co., Ltd., a wholly-owned subsidiary of the Company) from June 2006 to October 2010 and from January 2014 to March 2017 respectively. He was also a financial controller of 長安高爾夫球鄉村俱樂部 (Long Island Golf & Country Club) from December 1998 to June 2006. Save as disclosed above, Mr. Guo did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Guo has entered into a service agreement with the Company for a term of two years and the term of his service shall be renewed automatically for successive two-year term or until terminated in accordance with the said service agreement. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Guo is entitled to receive a monthly remuneration of RMB100,000, one month year-end double pay and performance based discretionary bonus. His remuneration is determined by the Board based on recommendation of the remuneration committee of the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, Mr. Guo did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Guo's re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Mark Wong Tai Chun ("Mr. Wong"), aged 61, was appointed as a Non-Executive Director of the Company in October 2023. Mr. Wong has a Master's Degree in Business Administration and is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. He is currently an executive director and the director of investment of Allied Group Limited and an alternate director to Mr. Arthur George Dew in APAC Resources Limited, Dragon Mining Limited and Tanami Gold NL ("Tanami Gold"). Tanami Gold is a company listed on the Australian Securities Exchange. Mr. Wong was an alternate director to Mr. Arthur George Dew in Tian An Australia Limited ("Tian An Australia") until May 2023. Tian An Australia is a company listed on the Australian Securities Exchange. Save as disclosed above, Mr. Wong did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Pursuant to the letter of appointment entered into between Mr. Wong and the Company, the term of his service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Wong is not receiving any remuneration from the Company.

Save as disclosed above, Mr. Wong did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Wong's re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Zhou Haiying ("Mr. Zhou"), aged 55, was appointed as an Executive Director of the Company in December 2018 and re-designated to a Non-Executive Director of the Company in 16 January 2026. Mr. Zhou graduated from Jiangxi University of Finance and Economics with a Bachelor's Degree. He acts as the general manager of finance management department of Tsinghua Tongfang Co., Ltd. ("THTF", a company listed on the Shanghai Stock Exchange and a substantial shareholder of the Company), since August 2024. From April 2020 to August 2024, Mr. Zhou acted as the chief operating officer of THTF, and from January 2018 to February 2020, he acted as a financial controller and the chief financial officer of THTF. From January 2020 to October 2023, Mr. Zhou was a non-executive director of Neo-Neon Holdings Limited. From June 2003 to January 2018, he has served successively as a senior manager, the deputy director of the finance department, head of asset management department, the general manager of the capital finance department and an assistant to the president of Tsinghua Holdings Co., Ltd.. In addition, he also worked as a director of Liaoning Road & Bridge Construction Corporation (遼寧省路橋建設集團有限公司), a director of Beijing Huahuan Electronics Co., Ltd. (北京華環電子股份有限公司) and the supervisor of Unisplendour Corporation Limited (紫光股份有限公司). Save as disclosed above, Mr. Zhou did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Reference is made to the announcement of the Company dated 11 May 2020 in relation to Mr. Zhou Haiying that he received a decision ("Decision") on disciplinary measure (紀律處分決定書2020 35號) issued by the Shanghai Stock Exchange. The Decision has come to an end and was not made against the Company or any of its subsidiaries.

Pursuant to the letter of appointment entered into between Mr. Zhou and the Company, the term of his service, if re-elected at the AGM, shall continue for a period of two years, and shall be renewed automatically for successive two-year term or until terminated in accordance with the said letter of appointment. His appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Zhou is not receiving any remuneration from the Company.

Save as disclosed above, Mr. Zhou did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Zhou's re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Repurchase Mandate.

TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,080,530,457 Shares.

Subject to the passing of the resolution granting the proposed Share Repurchase Mandate and on the basis that the total number of Shares in issue of the Company remains unchanged on the date of the AGM, the Company will be allowed to repurchase a maximum of 108,053,045 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting. The Shares will be cancelled upon buy-back by the Company.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2025, being the date to which the latest published audited financial statements of the Company were made up, if the general mandate to repurchase Shares was to be exercised in full at any time during the proposed repurchase period, it may have a material adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Share Repurchase Mandate to repurchase Shares would be financed out of funds legally available for such purpose in accordance with the Memorandum of Association and the Bye-Laws, the applicable laws of Bermuda, the Listing Rules and any other applicable laws. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increase, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares interested	Approximate % of the total number of Shares in issue	Notes	Approximate % of the total number of Shares in issue should the Share Repurchase Mandate be exercised in full
TACI	556,097,010	51.46%	1	57.18%
Lee and Lee Trust	556,097,010	51.46%	2, 3, and 4	57.18%
Cool Clouds Limited ("Cool Clouds")	200,000,000	18.50%	5	20.56%
Victor Beauty Investments Limited ("Victor Beauty")	100,000,000	9.25%	6	10.28%
Vigor Online Offshore Limited ("Vigor")	97,514,540	9.02%	7	10.02%

Notes:

1. The figure represents the interest in 556,097,010 Shares held by Fareast Global Limited ("FGL"), a wholly-owned subsidiary of TACI.

2. This represents the same interests of TACI in 556,097,010 shares.

3. AGL, through its wholly-owned subsidiaries, indirectly owned approximately 56.94% of the total number of issued shares of TACI and was therefore deemed to have an interest in the Shares in which TACI held through FGL.

4. Mr. Lee Seng Hui, a director, together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest in the Shares in which AGL held through TACI.

5. This represents the interest in 200,000,000 Shares (excluding all underlying Shares pursuant to derivatives).

6. This represents the interest in 100,000,000 Shares (excluding all underlying Shares pursuant to derivatives).

7. This represents the interest in 97,514,540 Shares (excluding all underlying Shares pursuant to derivatives).

As at the Latest Practicable Date, TACI and Lee and Lee Trust were interested in 556,097,010 Shares, representing approximately 51.46% of the total number of Shares in issue.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of TACI and Lee and Lee Trust will be increased to approximately 57.18% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of TACI and Lee and Lee Trust will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. However, assuming that the Share Repurchase Mandate is fully exercised, according to the register maintained by the Company under Section 336 of the SFO and as at the Latest Practicable Date, the shareholdings (excluding all underlying Shares pursuant to derivatives) of Cool Clouds, Victor Beauty and Vigor in the Company will be increased to approximately 20.56%, 10.28% and 10.02% respectively. Accordingly, the shareholdings of the aforesaid substantial shareholders of the Company will become approximately 98.04% in aggregate, and therefore the total number of Shares held by the public will be reduced to less than 25% of the total number of Shares in issue. The Directors have no present intention to repurchase Shares to the extent that it will result in the total number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue if the Share Repurchase Mandate is approved at the AGM.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.78	0.77
May	0.78	0.69
June	0.81	0.78
July	1.18	0.82
August	0.92	0.81
September	0.95	0.90
October	1.05	0.90
November	1.00	0.95
December	1.03	1.03
2026		
January	1.03	0.93
February	0.93	0.93
March	1.06	0.87
April (up to the Latest Practicable Date)	1.04	1.04

REPURCHASE OF SHARES MADE BY THE COMPANY

The Company has purchased an aggregate of 1,900,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date and details of which are as follows:

Date of repurchase	Number of Shares repurchased	Purchase price per Share	
		Highest	Lowest
		HK$	*HK$*
27 October 2025	75,000	0.97	0.97
11 November 2025	10,000	0.99	0.99
12 November 2025	5,000	1.00	1.00
17 November 2025	75,000	1.00	1.00
18 November 2025	15,000	1.00	1.00
19 November 2025	1,145,000	1.00	1.00
5 December 2025	5,000	1.03	1.03
11 December 2025	65,000	1.03	1.03
12 December 2025	60,000	1.03	1.03
17 December 2025	40,000	1.03	1.03
19 December 2025	80,000	1.03	1.03
24 December 2025	5,000	1.03	1.03
29 December 2025	5,000	1.03	1.03
7 January 2026	40,000	1.03	1.03
9 January 2026	45,000	1.03	1.03
12 January 2026	100,000	1.03	1.03
19 January 2026	70,000	1.03	1.03
23 January 2026	60,000	1.03	1.03

The repurchase of Shares was made by the Directors, pursuant to the general mandate granted by the Shareholders at the annual general meeting held on 19 May 2025 with a view to benefit the Shareholders as a whole by enhancing the net asset value per Share and/or earnings per Share.

Save as disclosed above, the Company has not purchased any Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

GENERAL

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

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

The Directors will exercise the Share Repurchase Mandate to repurchase any Shares in accordance with the Memorandum of Association and the Bye-Laws, the applicable laws of Bermuda, the Listing Rules and any other applicable laws and regulations. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

天安卓健有限公司
TIAN AN MEDICARE LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 383)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("Meeting") of Tian An Medicare Limited ("Company") will be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 18 May 2026 at 11:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2025.

2. (A) (a) To re-elect Mr. Lee Seng Hui as director.

   (b) To re-elect Mr. Guo Meibao as director.

   (c) To re-elect Mr. Mark Wong Tai Chun as director.

   (d) To re-elect Mr. Zhou Haiying as director.

   (B) To authorise the board of directors ("Board") to fix their remuneration.

3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the Board to fix its remuneration.

4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) "**THAT**:

(a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company ("Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company ("Shares") or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares 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 given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:

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

(ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;

(iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company (the "Bye-Laws") from time to time;

shall not exceed 20% of the total number of Shares in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier 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 Bye-Laws or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company ("Shareholder(s)") in general meeting; and

'Rights Issue' means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion 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 applicable to the Company)."

(B) "**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier 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 Bye-Laws or any applicable laws to be held; and

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

(C) "**THAT** conditional upon the passing of Resolution Nos. 4(A) and 4(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 4(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto a number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to the Resolution No. 4(B) as set out in the notice convening the Meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution."

By Order of the Board
Tian An Medicare Limited
Sit Po Ling
Company Secretary

Hong Kong, 17 April 2026

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.

3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting or postponement thereof if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time fixed for holding of the Meeting or any adjournment or postponement thereof.

5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of such persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, 12 May 2026. The record date for entitlement to the Annual General Meeting will be Monday, 18 May 2026.

7. In respect of Resolution No. 4(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the total number of Shares in issue at the date of the passing of the resolution.

8. The general purpose of the authority to be conferred on the Directors by Resolution No. 4(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the resolution on the Stock Exchange.