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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Starjoy Wellness and Travel Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, 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.

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.

星悅康旅股份有限公司

Starjoy Wellness and Travel Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3662)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page should have the same meanings as those defined in the section headed "Definitions" in this circular.

The notice convening the AGM to be held at Grand Ballroom B, G/F, Dorsett Kai Tak Hong Kong, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.sjwt.net).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment or postponement (as the case may be). 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 should you so wish and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of any Treasury Shares held by them, if any.

22 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Grand Ballroom B, G/F, Dorsett Kai Tak Hong Kong, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 19 to 23 of this circular, or any adjournment or postponement thereof (as the case may be)
"Articles of Association"	the fourth amended and restated articles of association of the Company currently in force
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Company"	Starjoy Wellness and Travel Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3662)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	16 April 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
"Listing Date"	18 March 2019, being the date on which the Shares are listed on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time

"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Share Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of any Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules

References to time and dates in this circular are to Hong Kong time and dates.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

* *All of the English titles or names of the PRC entities, as well as certain items contained in this circular have been included for identification purpose only. If there is any inconsistency, the Chinese titles or names shall prevail.*

星悦康旅股份有限公司
Starjoy Wellness and Travel Company Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3662)

Board of Directors:
Executive Directors
Ms. Liang Jinrong
Mr. Tao Yu

Non-executive Directors
Mr. Ruan Yongxi
Mr. Kam Min Ho Andrew

Independent Non-executive Directors
Mr. Hung Ka Hai Clement
Dr. Li Zijun
Mr. Wang Shao

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Units P02–P05, 11th Floor
One Kowloon, No. 1 Wang Yuen Street
Kowloon Bay, Kowloon
Hong Kong

22 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held at Grand Ballroom B, G/F, Dorsett Kai Tak Hong Kong, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong on Friday, 22 May 2026.

The information in respect of the resolutions to be proposed at the Annual General Meeting includes, among other things, (i) the re-election of retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate to repurchase Shares, the Share Issuance Mandate to issue Shares and the extension of the Share Issuance Mandate to include number of Shares repurchased under the Share Repurchase Mandate.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles of Association, Mr. Tao Yu, who was appointed as an executive Director with effect from 16 March 2026, shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Tao Yu will retire at the Annual General Meeting. In accordance with Article 84(1) and (2) of the Articles of Association, Ms. Liang Jinrong, Mr. Ruan Yongxi and Dr. Li Zijun shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 27 May 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 72,625,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 27 May 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Issuance Mandate to the Directors to allot, issue or deal with

additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 145,250,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Share Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Share Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular. The Annual General Meeting will be held at Grand Ballroom B, G/F, Dorsett Kai Tak Hong Kong, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. The aforementioned re-election of retiring Directors and the granting to the Directors of the Share Repurchase Mandate to repurchase Shares, the Share Issuance Mandate to issue Shares and the extension of the Share Issuance Mandate to include number of Shares repurchased under the Share Repurchase Mandate will be proposed thereat.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at Annual General Meeting must be taken by poll except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.sjwt.net). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with 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 at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment or postponement (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of any Treasury Shares held by them, if any.

6. RECOMMENDATION

The Board considers that all the resolutions set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole. The Board also considers that it is in the best interests of the Company and its Shareholders to re-elect those Directors who retire at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the Annual General Meeting.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has any material interest in the matters proposed to be approved at the Annual General Meeting, therefore no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

7. 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.

Yours faithfully,
For and on behalf of the Board
Starjoy Wellness and Travel Company Limited
Liang Jinrong
Chairman

Set out below are details of the Directors who will retire and are eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Ms. Liang Jinrong (梁金蓉) ("**Ms. Liang**"), aged 51, is an executive Director and the chief financial officer of the Group. She is also the chairman of the Nomination Committee and a member of the Remuneration Committee. Ms. Liang graduated with a bachelor's degree in accounting from Henan Polytechnic University (河南理工大學) in 2007. She has over 28 years of experience in audit and financial management and is a registered accountant (non-practising) of Guangdong Provincial Institute of Certified Public Accountants of the PRC. Ms. Liang was qualified as a senior corporate compliance officer (高級企業合規師) from the China Enterprise Evaluation Association (中國企業評價協會) in 2023 and passed the national examination for intermediate accounting in 2005. Since October 2023, she served as the vice president of the Group. From December 2007 to October 2023, Ms. Liang held various positions in Aoyuan Corporation (Group) Ltd. (奧園集團有限公司). From August 1995 to December 2004, she served as the deputy director of the accounting and finance department in the sub-branch of the Agricultural Bank of China in Shanyang District of Jiaozuo City in Henan Province, the PRC.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liang (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did she have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Ms. Liang has entered into a letter of appointment with the Company for an initial term of three years commencing from 17 May 2024, which can be terminated by either party giving not less than three months' prior written notice. She is subject to retirement and re-election at the Annual General Meeting and will also be subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Liang is entitled to receive a salary being RMB1,800,000 per annum and discretionary bonuses pegged to her performance, which is determined based on her duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Liang had the following interests in the underlying Shares pursuant to Part XV of the SFO:

Capacity	Number of underlying Shares *(Notes 1 & 2)*	Approximate percentage of issued share capital in the Company
Beneficial owner	6,500,000 (L)	0.90%

Notes:

(1) The letter "L" denotes the long positions in the underlying Shares.

(2) The interests in the underlying Shares represented share options granted by the Company to Ms. Liang. For details, please refer to the announcement of the Company dated 20 January 2025.

Save as disclosed above, Ms. Liang was not interested or deemed to be interested in any other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no other information which is disclosable nor is Ms. Liang involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Liang that need to be brought to the attention of the Shareholders.

Mr. Tao Yu (陶宇) ("**Mr. Tao**"), aged 33, is an executive Director. He holds a Bachelor's degree in Project Management (Project Auditing) from Nanjing Auditing University in the PRC, obtained in June 2015; a Master's degree in Commerce (Finance and Business Analytics) from The University of Sydney in Australia, obtained in October 2017; and a Postgraduate Diploma in Law (with Distinction) from The University of Law, United Kingdom, obtained in July 2025.

He has extensive experience in corporate finance, capital management and business operations, real estate development and property management in Sydney and Mainland China. Mr. Tao served as an executive Director from July 2018 to November 2021, during which he was responsible for overseeing the Group's strategy formulation, investor relations management, and business acquisitions. He is currently the Senior Vice President and a director of certain subsidiaries of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tao (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did she have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Tao has entered into a letter of appointment with the Company for an initial term of three years commencing from 16 March 2026, which can be terminated by either party giving not less than three months' prior written notice. He is subject to retirement and re-election at the Annual General Meeting and will also be subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Tao is entitled to receive a salary being RMB1,780,000 per annum and discretionary bonuses pegged to his performance, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tao had the following interests in the Shares and the underlying Shares pursuant to Part XV of the SFO:

Capacity	**Number of Shares** *(Notes 1 & 2)*	**Number of underlying Shares** *(Notes 1 & 3)*	**Approximate percentage of issued share capital in the Company**
Beneficial owner and Interest held jointly with another person	4,692,000 (L)	6,500,000 (L)	1.54%

Notes:

(1) The letter "L" denotes the long positions in the Shares and underlying Shares.

(2) Among the 4,692,000 Shares, 4,330,000 Shares are beneficially and jointly owned by Mr. Tao and Ms. Gou Ying, who is the spouse of Mr. Tao.

(3) The interests in the underlying Shares represented share options granted by the Company to Mr. Tao. For details, please refer to the announcement of the Company dated 20 January 2025.

Save as disclosed above, Mr. Tao was not interested or deemed to be interested in any other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Mr. Ruan Yongxi (阮永曦) ("**Mr. Ruan**"), aged 46, is a non-executive Director. He graduated from Guangdong University of Foreign Studies (廣東外語外貿大學) in June 2002, majoring in accounting. Mr. Ruan has over 20 years of experience in professional audit and finance. He joined China Aoyuan Group Limited ("**China Aoyuan**") in March 2018 and had served as the director of the investment banking department (retired in December 2018), assistant to the president of China Aoyuan (retired in February 2021) and the vice president and the general manager of strategic investment center of China Aoyuan (both retired on 1 August 2022). Mr. Ruan does not hold any position in China Aoyuan Group currently. From April 2019 to June 2022, Mr. Ruan served as a non-executive director of Gudou Holdings Limited (古兜控股有限公司), the shares of which are listed on GEM of the Stock Exchange (stock code: 8308). From July 2014 to April 2015, he served as the general manager of the finance department of Fantasia Group (China) Co., Ltd. (花樣年集團(中國)有限公司), which is an indirect wholly-owned subsidiary of Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1777). Mr. Ruan was the assistant chief financial officer of China Evergrande Group (中國恒大集團), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3333), from August 2008 to June 2014 and the manager of the audit and assurance department of Deloitte Touche Tohmatsu CPA Limited (Guangzhou Branch) from October 2002 to August 2008.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ruan (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did he have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Ruan has entered into a letter of appointment with the Company for an initial term of three years commencing from 29 January 2024, which can be terminated by either party giving not less than three months' prior written notice. He is subject to retirement and re-election at the Annual General Meeting and will also be subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Ruan is entitled to receive a salary being RMB150,000 per annum and discretionary bonuses pegged to his performance, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ruan had the following interests in the Shares pursuant to Part XV of the SFO:

Capacity	Number of Shares *(Note 1)*	Approximate percentage of issued share capital in the Company
Beneficial owner	278,000 (L)	0.04%

Note:

(1) The letter "L" denotes the long positions in the Shares.

Save as disclosed above, Mr. Ruan was not interested or deemed to be interested in any other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Li Zijun (李子俊) ("**Dr. Li**"), aged 61, is an independent non-executive Director. He is also the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Dr. Li is currently the deputy director of the East Medical District, the deputy director of the Union Center (协和中心) and the head physician of Gastroenterology in Guangdong General Hospital (廣東省人民醫院). He was a post-doctoral researcher at the University of Pennsylvania in the United States of America, a doctoral supervisor at Southern Medical University, a vice chairman of the Enteropathy Alliance of the Chinese Association of Integrative Medicine, and a member of the Standing Committees of the Chinese Geriatrics Society and Chinese Society of Gastroenterology. Dr. Li possesses more than 30 years of extensive clinical and teaching experience in the field of gastroenterology and is an expert in medical treatment and endoscopic treatment of chronic stomach, intestinal, liver and pancreatic diseases. He had been qualified to practice as a chief physician of Internal Medicine (內科主治醫師) since March 1995 and a deputy chief physician of Gastroenterology (消化內科副主任) since December 1999, and has been a chief physician of Gastroenterology (消化內科主任) since February 2006. Dr. Li obtained a Master's Degree in Internal Medicine (內科學) from Tongji Medical College (同濟醫科大學) in the PRC in June 1992 and a Doctor's Degree in Internal Medicine (內科學) from Sun Yat-Sen Medical University (中山醫科大學) in the PRC in July 2011, and has published a number of dissertations so far. He received a Guangdong Science and Technology Award (Second Class) (廣東省科學技術獎(二等獎)) for his research on experimental study on the mechanism and prevention of intestinal mucosal inflammatory injury (腸黏膜炎性損傷機制與防治的實驗研究) by People's Government of Guangdong Province in the PRC (中國廣東省人民政府) in July 2009. Dr. Li was successively awarded the titles of "Good Doctor in Guangzhou" and "Lingnan Renowned Doctor".

Save as disclosed above, as at the Latest Practicable Date, Dr. Li (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did he have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Dr. Li has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date, which is renewable automatically subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by giving to the other party not less than three months' prior notice in writing. Dr. Li is entitled to an annual director's fee of RMB240,000, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Li was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

OTHER INFORMATION UNDER RULE 13.51(2) OF THE LISTING RULES

As disclosed in the news release published by the Stock Exchange on 13 January 2026 (the "**News Release**"), (i) Mr. Tao and Mr. Ruan were censured by the Stock Exchange for breach of Rules 3.08 and 3.09B(2) of the Listing Rules due to failure to exercise reasonable skill, care and diligence, and to procure the Company's compliance with the Listing Rules; (ii) Mr. Tao, Mr. Ruan and Dr. Li were censured by the Stock Exchange for breach of Rule 3.08 of the Listing Rules due to failure to exercise reasonable skill, care and diligence, and procure the Company to have in place adequate internal controls and procedures at the material time.

Each of Mr. Tao, Mr. Ruan and Dr. Li was directed to complete 26 hours of training on regulatory and legal topics and Listing Rule compliance, comprising two hours on Rule 2.13, and three hours each on (i) directors' duties, (ii) the Corporate Governance Code of the Listing Rules, and (iii) Chapters 13, 14 and 14A of the Listing Rules. Details of the above are set out in the News Release. All of the above Directors have completed the requisite training and fully complied with the training requirement as stated above.

Having reviewed the News Release, other relevant information, and after further discussions, the Nomination Committee considers, and the Board concurs, that notwithstanding the censure and the training direction, each of Mr. Tao, Mr. Ruan and Dr. Li remains suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules for the following reasons:

(i) no findings and conclusions set out in the News Release stated that Mr. Tao, Mr. Ruan or Dr. Li is not suitable to act as a director of listed companies in Hong Kong;

(ii) the incident detailed in the News Release does not involve any dishonesty, fraudulent or integrity issue on the part of Mr. Tao, Mr. Ruan or Dr. Li;

(iii) each of Mr. Tao, Mr. Ruan or Dr. Li has undertaken and completed the relevant trainings to deepen his understanding of the specific rules on disclosure requirements and applicable regulations, so as to enhance his awareness of internal control and risk management;

(iv) there has been no previous breach of the Listing Rules by Mr. Tao, Mr. Ruan or Dr. Li prior to the censure referred to in the News Release; and

(v) Mr. Tao, Mr. Ruan and Dr. Li, with their respective education background and extensive professional experiences, continue to provide valuable contributions to the Company.

There is no other information which is disclosable nor is Mr. Tao, Mr. Ruan or Dr. Li involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tao, Mr. Ruan or Dr. Li that need to be brought to the attention of the Shareholders.

FURTHER INFORMATION IN RELATION TO THE RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to code provision B.3.4 of the Corporate Governance Code contained in "Part 2 – Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices" of Appendix C1 to the Listing Rules, where the board proposes to elect an individual as an independent non-executive director at the general meeting, the issuer is required to disclose in a circular containing the information set out in B.3.4(a)–(d) of the Corporate Governance Code.

The recommendation of the re-election of Dr. Li to the Board was made in accordance with the Company's nomination policy and objective criteria (including without limitation professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy.

The Board has taken into account contributions of Dr. Li (including the attendance of meetings, level of participation and performance on the Board, etc.) and his commitment to his role. The Company has also received his independence confirmations pursuant to Rule 3.13 of the Listing Rules and was satisfied with his independence.

The Board has also taken into the account the following factors in relation to the re-election of Dr. Li.

Dr. Li, being a member of the nomination committee of the Company, had abstained from voting at meeting of the nomination committee of the Company when his own nomination was considered. The Board (including the independent non-executive Directors other than Dr. Li) considers that Dr. Li has been and will continue to fulfil his role and responsibilities diligently as an independent non-executive Director. To this, the Board (including the independent non-executive Directors other than Dr. Li) has taken into consideration the fact that Dr. Li had attended most of the Board and all Board committee meetings where his attendance was required, and has made valuable contributions to the Board. Details of his attendance records are set out in the corporate governance report as enclosed in the annual report of the Company. Therefore, the Board believes Dr. Li is independent and his education, background and experience ensure his continued ability to offer valuable insights and contribute to the diversity of the Board and therefore should be re-elected.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 726,250,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 726,250,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 72,625,000 Shares, representing 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the Annual General Meeting.

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and its Shareholders.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum of association and the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.600	0.490
May	0.590	0.520
June	0.550	0.500
July	0.600	0.530
August	0.610	0.490
September	0.500	0.455
October	0.475	0.440
November	0.465	0.430
December	0.460	0.420
2026		
January	0.435	0.400
February	0.425	0.395
March	0.415	0.280
April (up to the Latest Practicable Date)	0.325	0.285

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Best Discovery International Limited ("**Best Discovery**") was beneficially interested in 217,148,750 Shares, representing approximately 29.90% of the total number of issued Shares.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate and if there is no other change in the total number of the issued Shares, the shareholdings of Best Discovery in the Company would be increased to approximately 33.22%.

The Directors are aware that the above increase in shareholding of Best Discovery in the Company upon the exercise in full of the power to repurchase Shares pursuant to the Share Repurchase Mandate would give rise to an obligation for Best Discovery to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no intention of exercising the proposed Share Repurchase Mandate to such an extent as would result in takeover obligations for Best Discovery. Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Share Repurchase Mandate.

The Directors will exercise the powers conferred by the Share Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Share Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

星悦康旅股份有限公司

Starjoy Wellness and Travel Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3662)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**AGM**") of Starjoy Wellness and Travel Company Limited (the "**Company**", together with its subsidiaries, the "**Group**") will be held at Grand Ballroom B, G/F, Dorsett Kai Tak Hong Kong, 43 Shing Kai Road, Kai Tak, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Group and the reports of the directors of the Company and the auditors of the Company for the financial year ended 31 December 2025.

2. (a) To re-elect Ms. Liang Jinrong as an executive director of the Company.

   (b) To re-elect Mr. Tao Yu as an executive director of the Company.

   (c) To re-elect Mr. Ruan Yongxi as a non-executive director of the Company.

   (d) To re-elect Dr. Li Zijun as an independent non-executive director of the Company.

   (e) To authorise the board of directors of the Company to fix the respective directors' remuneration.

3. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares of the Company) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which will or might require the exercise of such powers (including any sale or transfer of treasury shares out of treasury that are held as treasury shares of the Company) during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares of the Company) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes 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 to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the total number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount of shares shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares of the Company) as at the date of passing of this resolution."

By Order of the Board of
Starjoy Wellness and Travel Company Limited
Liang Jinrong
Chairman

Hong Kong, 22 April 2026

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the completed form of proxy together with 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the AGM or any adjournment or postponement (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment or postponement and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 15 May 2026 to Friday, 22 May 2026, both dates inclusive. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that 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, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 May 2026.

5. Where there are joint holders of any share of the Company, any one of such persons may vote at the AGM either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.

6. If Typhoon Signal No. 8 or above or a "black" rainstorm warning or "extreme conditions after super typhoons" announced which is/are in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed and shareholders of the Company will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective website(s) of the Company and Hong Kong Exchanges and Clearing Limited.

   The AGM will be held as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force.

   After considering their own situations, shareholders of the Company should decide whether they would attend the AGM under bad weather condition and if they do so, they are advised to exercise care and caution.

7. References to dates and time in this notice are to Hong Kong dates and time.