
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 advisers.

If you have sold or transferred all your shares in Dingdang Health Technology Group Ltd., you should at once hand this circular and the accompanied 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.

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DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮嚙健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Dingdang Health Technology Group Ltd. to be held at 2:00 p.m. on Tuesday, June 23, 2026 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC, is set out on pages 38 to 43 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanied form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Sunday, June 21, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ddjkt.com>).

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

April 27, 2026

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DEFINITIONS

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

“2020 RSU Scheme”	the restricted share unit scheme adopted by the Company on May 1, 2020
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 2:00 p.m. on Tuesday, June 23, 2026 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC or any adjournment thereof, notice of which is set out on pages 38 to 43 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act, Cap 22 (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Dingdang Health Technology Group Ltd., an exempted company incorporated in the Cayman Islands with limited liability on August 20, 2014, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 09886)
“Controlling Shareholders Group”	a group of controlling shareholders (as defined in the Listing Rules) of the Company, including Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited and Go Far Limited

DEFINITIONS

“Dingdang Medicine Express Technology”	Dingdang Medicine Express Technology Group Ltd. (叮嚀快藥科技集團有限公司), a company incorporated under the laws of the PRC on September 2, 2014 with limited liability and a consolidated affiliated entity, which is a holding company of all the other consolidated affiliated entities of the Group
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and its consolidated affiliated entities
“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
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares (including sale or transfer of the treasury shares, if any) not exceeding in aggregate 20% of the total number of Shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of passing of the relevant resolution granting such mandate, and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	April 16, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	September 14, 2022, on which the Shares were listed on the Hong Kong Stock Exchange and from which dealings in the Shares were permitted to commence on the Hong Kong 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

DEFINITIONS

“Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company conditionally adopted on May 28, 2024 and currently in effect
“New Memorandum and Articles of Association”	the fifth amended and restated memorandum and articles of association of the Company as proposed to be adopted at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme adopted by the Company on May 1, 2020
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Prospectus”	the prospectus of the Company dated September 1, 2022
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares on the Stock Exchange of not exceeding in aggregate 10% of the total number of Shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of passing of the relevant resolution granting such mandate
“Restricted Share Scheme”	the restricted share scheme adopted by the Company on May 1, 2020
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the 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) in the share capital of the Company with a par value of US\$0.0001 each
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“U. S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮嚕健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

Chairman and Executive Director:

Mr. YANG Wenlong (*President*)

Executive Directors:

Mr. YANG Yibin

Mr. XU Ning

Mr. YU Qinglong

Mr. MENG Fanzhou

Non-executive Director:

Ms. LI Chuheng

Independent non-executive Directors:

Mr. ZHANG Shouchuan

Dr. FAN Zhenhong

Mr. JIANG Shan

Registered Office:

Maples Corporate Services Limited

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

**Head Office and Principal Place
of Business in the PRC:**

Building 1, Yard 50

Dengshikou Street

Dongcheng District

Beijing

PRC

Principal Place of Business in HongKong:

Unit 703, 7/F

Empire Centre, 68 Mody Road

Tsim Sha Tsui, Kowloon

Hong Kong

April 27, 2026

To the Shareholder(s)

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION
OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of general mandates to issue Shares and repurchase Shares; (ii) the re-election of retiring Directors; (iii) the adoption of the New Memorandum and Articles of Association; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

On May 28, 2025, resolutions of the Company were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose the following resolutions at the AGM to give the Directors:

- (a) a general mandate to allot, issue and otherwise deal with Shares (including sale or transfer of the treasury shares, if any) not exceeding in aggregate 20% of the total number of Shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of passing the resolution granting the Issue Mandate;
- (b) a general mandate to repurchase Shares not exceeding in aggregate 10% of the total number of Shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of passing the resolution granting the Repurchase Mandate;
- (c) a general mandate to extend the number of Shares which can be allotted, issued and dealt with under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the “**Extension Mandate**”).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at 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 any applicable laws or the Articles to be held; and (iii) the revocation or variation by ordinary resolutions of the Shareholder(s) in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate, the Repurchase Mandate and the Extension Mandate. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 38 to 43 of this circular for details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of issued Shares was 1,319,472,897 Shares (including 41,934,500 Shares repurchased but not yet cancelled). Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 255,507,679 Shares and the Repurchase Mandate will grant the Directors an authority to repurchase 127,753,839 Shares.

3. EXPLANATORY STATEMENT

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 resolution in respect of the Repurchase Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 26.4 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which such Director retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

In accordance with Article 26.3 of the Articles, any Director appointed by the Board to fill a casual vacancy or as an additional Director to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, at the forthcoming AGM to be held on June 23, 2026, Mr. Yang Yibin, Mr. Meng Fanzhou, Ms. Li Chuheng, Mr. Zhang Shouchuan and Mr. Jiang Shan, will retire from office and being eligible, will offer themselves for re-election at the AGM.

Being the independent non-executive Director eligible for re-election at the AGM, each of Mr. Zhang Shouchuan and Mr. Jiang Shan has given an annual confirmation as to their independence according to the factors on independence set out in Rule 3.13 of the Listing Rules. Nothing has come to the attention of the Board which may adversely affect the independence of Mr. Zhang Shouchuan and Mr. Jiang Shan. On the above basis, the Board believes that Mr. Zhang Shouchuan and Mr. Jiang Shan shall continue to be independent of the Company in accordance with Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Each of Mr. Zhang Shouchuan and Mr. Jiang Shan has attended all the Board and Board Committee meetings held in the past since they assumed office. Each of Mr. Zhang Shouchuan and Mr. Jiang Shan has been actively involved in the Board and has brought to the Board a balanced perspective as well as the knowledge, experience and expertise to perform their functions and duties. By virtue of their background and experience, Mr. Zhang Shouchuan and Mr. Jiang Shan are fully aware of the responsibilities and time commitment expected of them in the Company. Each of Mr. Zhang Shouchuan and Mr. Jiang Shan has confirmed that they will continue to devote sufficient time to perform their functions and duties as independent non-executive Directors of the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contributions of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy, Director nomination policy and the Company's corporate strategy, and the independence of the independent non-executive Director. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors who are due to retire at the AGM. Pursuant to the Board diversity policy, the selection of candidates for the Board will be based on a number of diversity indicators, including but not limited to gender, age, cultural and educational background, industry experience, technical skills, professional qualifications and skills, knowledge, length of service and other relevant factors. The Company also takes into account the Company's own business model and special needs. The final selection of Director candidates is based on the merit of the candidates and the contribution they will bring to the Board. The Nomination Committee has made recommendations to the Board on the re-election of all retiring Directors. Each of the retiring Directors will continue to provide valuable business experience, knowledge and expertise (including but not limited to financial management, business operations, strategic planning and other matters) to the Board to enhance the operational efficiency and diversity of the Company.

Details of the above Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

5. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated March 20, 2026, the Board proposed to amend certain provisions of its Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association to (i) enable the Company to allow the Shareholders of to have the option to attend and participate at general meetings of the Company virtually with the use of virtual meeting technology and to cast votes by electronic means, and make corresponding amendments to the related proceedings and procedures in relation to virtual general meetings of the Company; and (ii) make other consequential and housekeeping amendments.

LETTER FROM THE BOARD

The Board will also propose that the New Memorandum and Articles of Association, which contain all the Proposed Amendments as set out in Appendix III to this circular, be adopted to replace the Memorandum and Articles of Association. Full particulars of the Proposed Amendments are set out in Appendix III to this circular.

The New Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Memorandum and Articles of Association is for reference only. Should there be any discrepancy, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid.

The Company has been advised by its respective legal advisers that the Proposed Amendments conform to the requirements under the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 38 to 43 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of general mandates to issue Shares and repurchase Shares and the re-election of retiring Directors, as well as a special resolution to adopt the new Memorandum and Articles of Association.

7. FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ddjkjt.com. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 2:00 p.m. on Sunday, June 21, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles, 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. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy (or being a corporation, by its authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

9. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 17, 2026 to Tuesday, June 23, 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Tuesday, June 16, 2026. All Shareholders whose names appear on the register of members of the Company on Tuesday, June 23, 2026 shall be entitled to attend and vote at the AGM.

10. 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 is no omission of other matters which would make any statement herein or this circular misleading.

11. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to the granting of general mandates to issue Shares and repurchase Shares, the re-election of retiring Directors and other resolution(s) to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

12. GENERAL INFORMATION

Your attention is also 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 for the purpose of interpretation.

By order of the Board

DINGDANG HEALTH TECHNOLOGY GROUP LTD.

YANG WENLONG

Chairman

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 AGM in relation to the granting of the Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,319,472,897 Shares (including 41,934,500 Shares repurchased but not yet cancelled) and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 127,753,839 Shares, representing 10% of the aggregate number of the total issued Shares (excluding treasury shares, if any, and 41,934,500 Shares repurchased but not yet cancelled) as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market.

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

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase.

If there are any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will 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.

4. FUNDING OF SHARE REPURCHASE

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may be made with profits of the Company or out of the proceeds of the issue of new Shares made for the purpose of the repurchase or, if so authorized by the Articles and subject to the Companies Act, out of the share capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company, or, if so authorized by the Articles and subject to the Companies Act, out of the share capital.

5. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing positions of the Company as compared with the positions disclosed in the audited financial statements of the Company for the year ended December 31, 2025 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company confirms that neither this Explanatory Statement nor the proposed Repurchase Mandate has any unusual features.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.460	0.305
May	0.510	0.335
June	0.690	0.445
July	0.630	0.495
August	1.030	0.520
September	0.970	0.750
October	1.370	0.790
November	1.210	0.970
December	1.160	1.020
2026		
January	1.260	0.930
February	0.990	0.800
March	0.930	0.660
April (up to and including the Latest Practicable Date)	1.070	0.910

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

Neither Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders who are interested in 30% or more of the Company's issued share capital (excluding treasury shares, if any, and Shares repurchased but not yet cancelled), according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Number of Shares interested	Approximate percentage of existing Shareholding ⁽⁹⁾	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full ⁽¹⁰⁾
Delight Health Limited ^{(1) (8)}	660,205,360	51.68%	57.42%
Delight Faith Limited ^{(1) (2) (8)}	660,205,360	51.68%	57.42%
Future Health Limited ^{(3) (8)}	660,205,360	51.68%	57.42%
Go Far Limited ^{(3) (4) (8)}	660,205,360	51.68%	57.42%
Excel Returns Group Limited ^{(5) (8)}	660,205,360	51.68%	57.42%
Go Prosper Enterprises Corporation ^{(6) (8)}	660,205,360	51.68%	57.42%
Much Premium Investment Limited ^{(6) (8)}	660,205,360	51.68%	57.42%
Mr. Yang Wenlong ^{(1) (2) (3) (4) (5) (6) (7) (8)}	660,205,360	51.68%	57.42%
Mr. Yang Yibin ^{(1) (2) (8)}	660,205,360	51.68%	57.42%
Mr. Yang Xiao ^{(3) (4) (8)}	660,205,360	51.68%	57.42%

Notes:

- (1) Delight Health Limited directly holds 276,712,555 Shares in the Company and is wholly owned by Delight Faith Limited.
- (2) Delight Faith Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Yibin as to 40% of its equity interests.
- (3) Future Health Limited directly holds 295,499,475 Shares in the Company and is wholly owned by Go Far Limited.
- (4) Go Far Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Xiao as to 40% of its equity interests.
- (5) Excel Returns Group Limited directly holds 11,760,000 Shares in the Company and is wholly-owned by Delight Faith Limited. Excel Returns Group Limited functions as the platform to hold Shares subject to the Pre-IPO Share Option Scheme and the 2020 RSU Scheme. It will transfer the Shares to the relevant grantees upon exercise of the options under the Pre-IPO Share Option Scheme and/or the vesting of restricted share units under the 2020 RSU Scheme, and the grantee will in turn irrevocably delegate the voting rights attached to such Shares owned by him/her upon vesting to Mr. Yang Wenlong or such other person as designated by Mr. Yang Wenlong. Each of Mr. Yang Wenlong and Excel Returns Group Limited undertakes that, upon Listing, he/it will not exercise voting rights attached to any Shares held by Excel Returns Group Limited in relation to options or restricted share units which have not been exercised or vested.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- (6) Go Prosper Enterprises Corporation and Much Premium Investment Limited directly hold 54,400,000 and 21,833,330 Shares in the Company, respectively, and function as the platforms of the Restricted Share Scheme. Go Prosper Enterprises Corporation and Much Premium Investment Limited are wholly-owned by the participants of Restricted Share Scheme.
- (7) Mr. Yang Wenlong was indirectly interested in a total of 660,205,360 Shares of the Company (excluding treasury shares (if any) and 41,934,500 Shares that have been repurchased but not yet cancelled), representing approximately 51.68% of the Company's total issued Shares, including (i) 288,472,555 Shares being held through Delight Faith Limited and its subsidiaries, (ii) 295,499,475 Shares being held through Go Far Limited and its subsidiaries, and (iii) 76,233,330 Shares being held or controlled through voting rights entrustment arrangements with Go Prosper Enterprises Corporation and Much Premium Investment Limited.
- (8) Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited and Go Far Limited formed the Controlling Shareholders Group of the Company. As such, each of Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited and Go Far Limited are deemed to be interested in the Shares held by other members of the Controlling Shareholders Group for purpose of Part XV of the SFO.
- (9) The relevant approximate percentage is the ratio of the number of shares in which the Shareholder holds an interest to the total number of the Company's currently issued Shares (excluding treasury shares (if any) and 41,934,500 Shares repurchased but not yet cancelled). For reference only, the number of shares in which the Shareholder set out in the table above is interested as stated in the notification of interests submitted by such Shareholder to the Stock Exchange represents 50.04% of the total number of the issued Shares of the Company (including 41,934,500 Shares repurchased but not yet cancelled).
- (10) The relevant approximate percentage represents the ratio of the number of Shares in which the Shareholder holds an interest to the total number of issued Shares of the Company following the full exercise of the Repurchase Mandate (excluding treasury shares (if any), 41,934,500 Shares repurchased but not yet cancelled, and the maximum of 127,753,839 Shares that may be repurchased under the Repurchase Mandate).

To the best knowledge and belief of the Directors, such increase in shareholding would not give rise to the aforesaid Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any repurchase to be made by Directors under the Repurchase Mandate. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger the Takeovers Code. The Directors are also not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 41,934,500 Shares on the Stock Exchange, details of which are as follows:

Date of repurchase	No. of Shares repurchased	Highest price paid per Share HK\$	Lowest price paid per Share HK\$
November 25, 2025	410,000	1.06	1.02
November 26, 2025	170,000	1.06	1.03
November 27, 2025	69,000	1.08	1.07
November 28, 2025	251,000	1.09	1.08
December 1, 2025	72,000	1.09	1.07
December 2, 2025	277,000	1.10	1.06
December 3, 2025	495,000	1.09	1.05
December 4, 2025	174,000	1.07	1.05
December 5, 2025	255,000	1.07	1.04
December 8, 2025	583,000	1.07	1.03
December 9, 2025	305,500	1.08	1.04
December 10, 2025	537,500	1.08	1.03
December 11, 2025	329,500	1.06	1.04
December 12, 2025	1,176,500	1.10	1.04
December 15, 2025	435,000	1.10	1.08
December 16, 2025	1,000,000	1.10	1.04
December 17, 2025	95,000	1.07	1.05
December 18, 2025	145,000	1.06	1.05
December 19, 2025	540,000	1.11	1.05
December 22, 2025	240,000	1.12	1.12
December 23, 2025	101,500	1.13	1.11
December 24, 2025	45,000	1.13	1.10
December 29, 2025	1,290,000	1.10	1.02
December 30, 2025	160,500	1.07	1.05
December 31, 2025	99,500	1.07	1.04

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Date of repurchase	No. of Shares repurchased	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>
January 02, 2026	150,000	1.08	1.04
January 05, 2026	1,090,000	1.09	1.03
January 06, 2026	698,500	1.10	1.04
January 07, 2026	602,000	1.09	1.06
January 08, 2026	1,420,000	1.12	1.06
January 09, 2026	1,120,000	1.13	1.10
January 12, 2026	1,000	1.15	1.15
January 13, 2026	1,239,500	1.17	1.14
January 14, 2026	330,500	1.19	1.16
January 15, 2026	2,866,000	1.22	1.18
January 16, 2026	5,214,500	1.24	1.05
March 23, 2026	647,000	0.81	0.79
March 24, 2026	40,000	0.82	0.81
March 25, 2026	217,000	0.85	0.83
March 26, 2026	2,559,000	0.87	0.84
March 27, 2026	100,000	0.87	0.87
March 30, 2026	87,500	0.89	0.85
March 31, 2026	22,000	0.90	0.89
April 1, 2026	28,500	0.92	0.91
April 2, 2026	1,520,000	0.94	0.93
April 8, 2026	684,500	0.95	0.91
April 9, 2026	205,500	0.97	0.97
April 10, 2026	1,615,500	1.00	0.96
April 13, 2026	310,500	1.02	1.00
April 14, 2026	8,587,000	1.03	0.98
April 15, 2026	1,150,000	1.05	1.01
April 16, 2026	172,000	1.06	1.05

Save as disclosed above, the Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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

(1) Mr. Yang Yibin

Mr. Yang Yibin (楊益斌) (“**Mr. Yang**”), aged 38, is one of the co-founders and a member of the Controlling Shareholders Group of the Company. Mr. Yang was appointed as the executive Director of the Company on August 25, 2023.

Mr. Yang serves as the general manager of Dingdang Medicine Express Technology and deputy director of Kuaiyi Department (快醫事業部) since September 2014. Mr. Yang is mainly responsible for daily management and in charge of the development of Internet hospital and online medical consultation businesses, including the application of innovative technology and business exploration of key clients. Previously, Mr. Yang also served as the manager and senior manager of the asset operation department, the senior manager of the product operation center and the head of the e-commerce and innovation business of Renhe (Group) Development Co., Ltd from March 2010 to September 2014.

As at the Latest Practicable Date, Mr. Yang was deemed to be interested in an aggregate of 660,205,360 Shares and underlying Shares, within the meaning of Part XV of the SFO. Mr. Yang is a member of our Controlling Shareholders Group, and the son of Mr. Yang Wenlong, who is also the Chairman of the Board, the President, an executive Director and a member of our Controlling Shareholder Group.

Mr. Yang has entered into a service contract with the Company for an initial term of three years with effect from August 25, 2023 and shall be automatically renewed for a successive period of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

Mr. Yang does not receive director fee as an executive Director, and is entitled to receive an annual remuneration according to his specific management position in the Group, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position. For details of the remuneration, please refer to the Company’s Annual Report.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Yang has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Yang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

(2) Mr. Meng Fanzhou

Mr. Meng Fanzhou (孟繁周) (“**Mr. Meng**”), aged 43, was appointed as the executive Director and the Vice President of the Company on February 16, 2026. Mr. Meng is responsible for assisting the President with the day-to-day operation and management of the Group.

Mr. Meng joined the Group in August 2015. He is the vice president of Dingdang Medicine Express Technology and a director of certain subsidiaries of the Group. He is responsible for the daily operation and management of Dingdang Medicine Express Technology. From April 2013 to February 2015, Mr. Meng served as the operation director of Lefeng.com (Shanghai) Information Technology Co., Ltd.

Mr. Meng obtained his college diploma in economics (project management) through online education from Beihang University in Beijing, the PRC, in July 2013.

As at the Latest Practicable Date, Mr. Meng was deemed to be interested in an aggregate of 2,300,000 Shares and underlying Shares within the meaning of Part XV of the SFO.

Mr. Meng has entered into a service contract with the Company for three years with effect from February 16, 2026 and shall be automatically renewed for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Meng does not receive any director’s fees as an executive Director, except for the corresponding remuneration for his other positions in the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Meng (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Meng has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Meng has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

(3) Ms. Li Chuheng

Ms. Li Chuheng (李楚衡) (“**Ms. Li**”), aged 34, was appointed as the non-executive Director of the Company on May 30, 2025. Ms. Li is also a member of the Remuneration Committee and Nomination Committee of the Company.

Ms. Li joined TPG Capital in January 2022 and is recently serving as the vice president of TPG Haihua (Shanghai) Equity Investment Management Co., Ltd., responsible for healthcare investments in Greater China for TPG Capital, a leading global alternative asset firm. Ms. Li has served as a non-executive director of Shanghai Ark Biopharmaceutical Co., Ltd. since February 2025.

From August 2020 to November 2021, Ms. Li served as the senior investment manager of Shanghai Yunfeng Investment Management Co., Ltd. From January 2019 to August 2020, Ms. Li served as an investment manager of Hangzhou Shengding Jikang Equity Investment Management Co., Ltd., a healthcare investment platform under Sino-Ocean Capital. From June 2016 to June 2018, Ms. Li served as an investment manager of Shanghai Guijing Investment Management (Limited Partnership), a merger and acquisition fund under Jingfeng Pharmaceutical.

Ms. Li obtained a master’s degree in chemistry from Brown University in Rhode Island, the United States in May 2016, a bachelor’s degree in chemistry from University of Birmingham in the United Kingdom in July 2014, and a bachelor’s degree in chemistry from Sun Yat-sen University in September 2014.

Ms. Li has entered into an appointment letter with the Company for an initial term of three years with effect from May 30, 2025 and shall be automatically renewed for successive terms of three years commencing on the day after the expiry of the then existing term, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the appointment letter entered into with the Company, Ms. Li is not entitled to receive any remuneration.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Ms. Li did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Ms. Li has confirmed that there is no other matter relating to her appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2) (h) to (v) of the Listing Rules as at the Latest Practicable Date.

(4) Mr. Zhang Shouchuan

Mr. Zhang Shouchuan (張守川) (“**Mr. Zhang**”), aged 60, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment is effective from September 1, 2022. Mr. Zhang is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company, respectively.

Mr. Zhang currently serves as the executive director and general manager of Hebei Litian Longde Technology Co., Ltd. (河北力天隆德科技有限公司) since December 2019, the chairman of the board of directors of Beijing Hengtao Technology Co., Ltd. (北京恒桃科技有限公司) since February 2019, the supervisor of Beijing Zhiyan Technology Co., Ltd. (北京智研科技有限公司) since June 2017, the general manager of Beijing Tiantao Technology Co., Ltd. (北京天桃科技有限公司) since May 2017, the executive director of Henan Taogu Information Technology Co., Ltd. (河南桃穀資訊科技有限公司) since November 2016, the independent non-executive director of Hebei Tangren Pharmaceutical Co., Ltd. (河北唐人醫藥股份有限公司) since April 2016, the executive director of Hebei Taogu Technology Co., Ltd. (河北桃穀科技有限公司) since March 2016, and the chairman of the board of directors and chief executive officer of Beijing Taogu Technology Co., Ltd. (北京桃穀科技有限公司) since March 2015, respectively. The companies where Mr. Zhang are engaged mainly focus on medical services and promotion and application of technology. From August 2013 to February 2015, Mr. Zhang served as the chief operating officer of Alibaba Health Information Technology Limited (a company listed on the Stock Exchange (stock code: 00241) with a focus on medical and healthcare services). Prior to that, Mr. Zhang worked for two retail companies, including serving as the vice president of Beijing Jingdong Century Trading Co., Ltd. (北京京東世紀貿易有限公司) from December 2009 to August 2013, and the general manager of Metro AG Northern China from 1996 to September 2008, respectively.

Mr. Zhang obtained a bachelor's degree of Sanskrit Pali Language from Peking University in Beijing, the PRC in July 1989, and obtained his EMBA from Guanghua School of Management, Peking University in Beijing, the PRC in January 2015. In March 2017, Mr. Zhang was appointed by the Global Doctor Organization (China) as a senior strategic expert in the "Top-level Design and Senior Management Seminar for Chinese Internet Hospitals".

Mr. Zhang has entered into an appointment letter with the Company for a term of three years from the date of the Prospectus or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association). Pursuant to the appointment letter entered into with the Company, Mr. Zhang is entitled to receive an annual Director's fee of HK\$336,000, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position. The appointment letter of Mr. Zhang will be renewed for a term of three years upon his re-election.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Zhang did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Zhang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2) (h) to (v) of the Listing Rules as at the Latest Practicable Date.

(5) Mr. Jiang Shan

Mr. Jiang Shan (姜山) ("Mr. Jiang"), aged 54, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment is effective from September 1, 2022. Mr. Jiang is a member of the Nomination Committee and the chairman of the Audit Committee of the Company.

Mr. Jiang served as the independent non-executive director of Beijing Meizhong Yihe Medical Management (Group) Co., Ltd. (北京美中宜和醫療管理(集團)股份有限公司), a company providing healthcare services. Mr. Jiang also worked in several financial institutions. From April 2018 to February 2019, Mr. Jiang served as the co-chief financial officer of China Renaissance Holdings Limited (a company listed on the Stock Exchange (stock code: 01911)). Prior to that, Mr. Jiang held various positions from July 2011 to July 2012 at Morgan Stanley Huaxin Securities, including serving as managing director of the investment banking department. Mr. Jiang worked in TPG Capital from February 2007 to January 2009, serving as director of the investment team and the chief representative of the Beijing representative office of TPG Capital China Limited from August 2007 to January 2009. Mr. Jiang was the executive director in the corporate finance department of Goldman Sachs (Asia) L. L. C. from September 2004 to January 2007, and he also held various positions at UBS from April 2000 to September 2004, including as director of the investment banking department. Mr. Jiang served as an auditor at Arthur Andersen Huaqiang CPAs from July 1994 to May 1997.

Mr. Jiang received a bachelor's degree in English from Beijing Foreign Studies University in Beijing, the PRC in July 1994 and his master's degree in business administration from Kelley School of Business, Indiana University in Indiana, the United States in May 1999. Mr. Jiang has been a member of The Chinese Institute of Certified Public Accountants since March 2002 (currently non-practising).

Mr. Jiang has entered into an appointment letter with the Company for a term of three years from the date of the Prospectus or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association). Pursuant to the appointment letter entered into with the Company, Mr. Jiang is entitled to receive an annual Director's fee of HK\$336,000, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position. The appointment letter of Mr. Jiang will be renewed for a term of three years upon his re-election.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Jiang did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Jiang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2) (h) to (v) of the Listing Rules as at the Latest Practicable Date.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the Proposed Amendments to the Memorandum and Articles of Association, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New Memorandum and Articles of Association.

All capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Memorandum and Articles of Association.

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: “Company “ means Dingdang Health Technology Group Ltd. (叮噹健康科技集團有限公司) 	Article 1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: <u>“Communication Facilities “</u> <u>means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members’ rights to speak and vote at the meeting are maintained.</u> “Company “ means Dingdang Health Technology Group Ltd. (叮噹健康科技集團有限公司)

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 1.1	Article 1.1
...	...
“Recognised Clearing House”	<u>“Person”</u> means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.
...	<u>“Present”</u> means, in respect of any Person, such Person’s presence at a general meeting of Members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such Member in accordance with the Articles), being: (a) physically present at the meeting; or (b) in the case of any meeting at which Communication Facilities are permitted in accordance with the Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.
...	“Recognised Clearing House” has the same meaning as in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).
...	...

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 1.1 ... “Subsidiary” has the same meaning as in the Listing Rules.	Article 1.1 ... “Subsidiary” has the same meaning as in the Listing Rules. <u>“Virtual Meeting” means any general meeting of Members at which the Members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u>
Article 7.5 The Directors may also decline to register a transfer of any Share unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the Shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; ...	Article 7.5 The Directors may also decline to register a transfer of any Share unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate <u>(if any)</u> for the Shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; ...

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 17 ... 17.7 A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.	Article 17 ... 17.7 A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors. <u>17.8 The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</u>

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 18 18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed: (a) in the case of an annual general meeting, by all of the Members entitled to attend and vote at the meeting; and (b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the Shares giving that right.	Article 18 18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed: (a) in the case of an annual general meeting, by all of the Members entitled to attend and vote at the meeting; and (b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the Shares giving that right.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
18.2 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that general meeting.	<u>18.2</u> <u>The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 18.6) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>
18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place in accordance with Article 18.5.	<u>18.3</u> 18.2 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that general meeting.
18.4 The Directors shall also have the power to provide in every notice calling a general meeting that in the event of a Gale Warning or a Black Rainstorm Warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Directors may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 18.5.	<u>18.4</u> 18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place in accordance with Article 18.5<u>18.6</u>.

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
18.5 Where a general meeting is postponed in accordance with Article 18.3 or Article 18.4: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company’s Website and published on the Exchange’s website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 18.4; (b) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days’ notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and	18.5 18.4 The Directors shall also have the power to provide in every notice calling a general meeting that in the event of a Gale Warning or a Black Rainstorm Warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Directors may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 18.5<u>18.6</u>. 18.6 18.5 Where a general meeting is postponed in accordance with Article 18.3<u>18.4</u> or Article 18.4<u>18.5</u>: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company’s Website and published on the Exchange’s website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 18.4<u>18.5</u>;

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
(c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 18.1.	(b) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 18.1.

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
Article 19 19.1 No business shall be transacted at any general meeting unless a quorum is present. Two Members being individuals present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy shall be a quorum unless the Company has only one Member entitled to vote at such general meeting in which case the quorum shall be that one Member present in person or by proxy or (in the case of a corporation or other non-natural person) by its duly authorised representative or proxy. 19.2 A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by or on behalf of all of the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations or other non-natural persons, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held. 19.3 If a quorum is not present within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and/or place or to such other day, time and/or place as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting to commence, the Members present shall be a quorum.	Article 19 19.1 No business shall be transacted at any general meeting unless a quorum is present <u>Present</u>. Two Members being individuals present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy <u>Present</u> shall be a quorum unless the Company has only one Member entitled to vote at such general meeting in which case the quorum shall be that one Member present in person or by proxy or (in the case of a corporation or other non-natural person) by its duly authorised representative or proxy <u>Present</u>. 19.2 A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by or on behalf of all of the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations or other non-natural persons, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held. 19.3 If a quorum is not present <u>Present</u> within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present <u>Present</u>, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and/or place <u>(whether physical or virtual)</u> or to such other day, time and/or place <u>(whether physical or virtual)</u> as the Directors may determine, and if at the adjourned meeting a quorum is not present <u>Present</u> within 15 minutes from the time appointed for the meeting to commence, the Members present <u>Present</u> shall be a quorum.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
19.4 The Chairperson shall preside as chairperson at every general meeting. If there is no such Chairperson, or if the Chairperson is not present within 15 minutes after the time appointed for the meeting to commence, or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting. If no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for the meeting to commence, the Members present shall choose one of their number to be chairperson of the meeting.	19.4 The Chairperson shall preside as chairperson at every general meeting. If there is no such Chairperson, or if the Chairperson is not present <u>Present</u> within 15 minutes after the time appointed for the meeting to commence, or is unwilling to act, the Directors present <u>Present</u> shall elect one of their number to be chairperson of the meeting. If no Director is willing to act as chairperson or if no Director is present <u>Present</u> within 15 minutes after the time appointed for the meeting to commence, the Members present <u>Present</u> shall choose one of their number to be chairperson of the meeting.
19.5 The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	<u>19.5 The chairperson of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the chairperson, in which event:</u>
19.6 When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any such notice of an adjourned meeting.	<u>19.6 the chairperson shall be deemed to be Present at the meeting; and</u>
19.7 A resolution put to the vote of the meeting shall be decided on poll, save that the chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.	<u>19.7 if the Communication Facilities are interrupted or fail for any reason to enable the chairperson to hear and be heard by all other Persons attending and participating at the meeting, then the Directors Present at the meeting shall choose another Director Present to act as chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.</u>

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
19.8 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, an entry to that effect in the minutes of the proceedings of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. 19.9 A poll shall, subject to Article 19.10, be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. 19.10 A poll on the election of a chairperson of the meeting or on a question of adjournment shall be taken at the meeting and without adjournment. 19.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.	<u>19.8</u> 19.5 The chairperson may, with the consent of a meeting at which a quorum is present Present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place (whether physical or virtual), but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. <u>19.9</u> 19.6 When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any such notice of an adjourned meeting. <u>19.10</u> 19.7 A resolution put to the vote of the meeting shall be decided on poll, save that the chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. <u>19.11</u> 19.8 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, an entry to that effect in the minutes of the proceedings of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
	19.12 19.9 A poll shall, subject to Article 19.10 19.13, be taken in such manner (including the use of ballot or voting papers or tickets <u>or Electronic means</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. 19.13 19.10 A poll on the election of a chairperson of the meeting or on a question of adjournment shall be taken at the meeting and without adjournment. 19.14 19.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
Article 20 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting (a) every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak; (b) on a show of hands every Member present in any such manner shall have one vote; and (c) on a poll every Member present in any such manner shall have one vote for every Share of which they are the holder. ...	Article 20 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting (a) every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy Present shall have the right to speak; (b) on a show of hands every Member present in any such manner shall have one vote; and (c) on a poll every Member present in any such manner Present shall have one vote for every Share of which they are the holder. ...

NOTICE OF ANNUAL GENERAL MEETING



DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮嚙健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Dingdang Health Technology Group Ltd. (the “**Company**”) will be held at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC on Tuesday, June 23, 2026 at 2:00 p.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company, its subsidiaries and its consolidated affiliated entities and the reports of the directors and auditor of the Company for the year ended December 31, 2025.
2. (a) To re-elect the following directors of the Company (the “**Directors**”):
 - i. To re-elect Mr. Yang Yibin as an executive Director.
 - ii. To re-elect Mr. Meng Fanzhou as an executive Director.
 - iii. To re-elect Ms. Li Chuheng as a non-executive Director.
 - iv. To re-elect Mr. Zhang Shouchuan as an independent non-executive Director.
 - v. To re-elect Mr. Jiang Shan as an independent non-executive Director.
- (b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider, and if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (including sale or transfer of the treasury shares, if any (which shall have the meaning ascribed to it under the Listing Rules)) of US\$0.0001 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of 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 in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of warrants to subscribe for shares; or (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) 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 in accordance with the articles of association of the Company in force from time to time; shall not exceed 20% of the total number of shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (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 law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer or issue of warrants, options or other securities which carry a right to subscribe for shares, open for a period fixed by the Directors to the holders of shares or any class 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 as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider, and if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase the shares on the Stock Exchange or on any other stock exchange on which shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and subject to and in accordance with the applicable laws and the requirements of the Listing Rules or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares, which may be repurchased by the Company pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period shall not exceed 10% of the total number of shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider, and if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of shares in issue (excluding treasury shares, if any, and Shares repurchased but not yet cancelled) as at the date of passing the resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the fifth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted as the New Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing fourth amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one of the Directors be and is hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

By order of the Board

DINGDANG HEALTH TECHNOLOGY GROUP LTD.

YANG WENLONG

Chairman

Hong Kong, April 27, 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, June 17, 2026 to Tuesday, June 23, 2026, both dates inclusive, during which period no transfer of shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Tuesday, June 16, 2026. All shareholders whose names appear on the register of members of the Company on Tuesday, June 23, 2026 shall be entitled to attend and vote at the AGM.
2. Any Shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Company's general meetings.

3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, under the hand of an officer or attorney duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 2:00 p.m. on Sunday, June 21, 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
5. With respect to resolution numbered 2 of this notice, Mr. Yang Yibin, Mr. Meng Fanzhou, Ms. Li Chuheng, Mr. Zhang Shouchuan and Mr. Jiang Shan, shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated April 27, 2026.
6. With respect to resolution numbered 4 of this notice, the Directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the Directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of Shareholders of the Company. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated April 27, 2026.

NOTICE OF ANNUAL GENERAL MEETING

8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As of the date of this notice, the executive Directors are Mr. YANG Wenlong, Mr. YANG Yibin, Mr. XU Ning, Mr. YU Qinglong and Mr. MENG Fanzhou, the non-executive Director is Ms. Li Chuheng, and the independent non-executive Directors are Mr. ZHANG Shouchuan, Dr. FAN Zhenhong and Mr. JIANG Shan.