THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hygieia Group Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the 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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HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND RE-ELECTION OF DIRECTORS AND PROPOSED RE-APPOINTMENT OF AUDITOR AND DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Hygieia Group Limited to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 11:00 a.m., on Thursday, 21 May 2026 is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 April 2026

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

"2025 Annual Report"	the annual report of the Company for the financial year ended 31 December 2025 despatched to the Shareholders on 28 April 2026
"AGM" or "Annual General Meeting"	the annual general meeting of the Company in respect of the financial year ended 31 December 2025 to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 11:00 a.m. on Thursday, 21 May 2026 or any adjournment thereof
"Articles"	the third amended and restated articles of association of our Company
"Board"	the board of Directors
"Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to repurchase up to 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution granting such mandate
"China" or "PRC"	the People's Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	Hygieia Group Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
"controlling shareholders"	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of our Company, namely TEK Assets Management Limited and Mr. Toh Eng Kui

"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Buy-Back Mandate
"Group"	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares out of treasury) of up to 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	21 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Notice"	the notice convening the Annual General Meeting as set out on pages 16 to 20 of this circular
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Singapore"	the Republic of Singapore
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"S$"	Singapore dollars, the lawful currency of Singapore
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

Executive Directors:
Mr. Toh Eng Kui
Mr. Peh Poon Chew
Ms. Toh Lek Siew

Independent non-executive Directors:
Mr. Leung Chi Hang, Benson
Mr. Lew Chern Yong
Mr. Wong Yuk

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

Principal Place of Business in Hong Kong:
Unit 1102, 11th Floor
Brill Plaza
No. 84 To Kwa Wan Road
To Kwa Wan, Kowloon
Hong Kong

28 April 2026

To the Shareholders,

Dear Sir/Madam,

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND RE-ELECTION OF DIRECTORS AND PROPOSED RE-APPOINTMENT OF AUDITOR AND DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

The primary purpose of this circular is to provide you with information regarding (i) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, (ii) the re-election of the retiring Directors; (iii) proposed re-appointment of auditor; and (iv) the declaration of final dividend and to seek your approval of the resolutions to these matters at the Annual General Meeting.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares out of treasury) of up to 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue, and the Company did not have any treasury Shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 400,000,000 Shares.

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of up to 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

The Company may cancel such Shares bought back by the Company or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the buy backs.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate number of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

Please refer to resolutions numbered 6 to 8 set out in the Notice on pages 17 to 19 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

THE ANNUAL GENERAL MEETING

The Notice is set out on pages 16 to 20 of this circular. The 2025 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2025 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not 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 shall be subject to retirement at least once every three years. As such, Mr. Leung Chi Hang, Benson and Mr. Lew Chern Yong will retire. Each of them, being eligible, will offer himself for re-election.

PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposed to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company for the year ending 31 December, 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. The estimated audit fee for audit services in respect of the relevant reporting period ranges from approximately HK$700,000 to HK$840,000, which was determined between the Company and HLB Hodgson Impey Cheng Limited having regard to, among other matters, the audit workload, the Company's business development of the year and the outcome of negotiations between the parties. A resolution will be proposed to approve the said re-appointment and to authorise the Board to fix the auditor's remuneration.

DECLARATION OF FINAL DIVIDEND

The Board recommended the declaration and payment of a final dividend of S$0.001 per Share in respect of the year ended 31 December 2025. The final dividend is subject to approval of the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on 17 June 2026 to Shareholders whose names appear on the register of members of the Company on 29 May 2026. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed "Closure of Register of Members" below.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, every resolution put to the vote at the Annual General Meeting will be taken by way of poll.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of Directors named above, the re-appointment of auditor, and the declaration of a final dividend are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Friday, 15 May 2026 to Thursday, 21 May 2026, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 14 May 2026.

The transfer books and register of members of the Company will be closed from Thursday, 28 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 27 May 2026.

Yours faithfully,
For and on behalf of the Board of
Hygieia Group Limited
Toh Eng Kui
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,000,000,000 Shares in issue, and the Company did not have any treasury Shares. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares, which represents 10% of the entire issued share capital of the Company (excluding any treasury Shares) as at the date of passing the resolution.

The Company may cancel such Shares bought back by the Company or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the buy backs.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back the Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act and the Listing Rules.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

5. SHARE PRICES

The highest and lowest traded prices (rounded to the nearest cent) for the Shares on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.095	0.070
May	0.096	0.076
June	0.085	0.075
July	0.094	0.078
August	0.097	0.083
September	0.098	0.087
October	0.092	0.081
November	0.091	0.082
December	0.145	0.086
2026		
January	0.140	0.110
February	0.138	0.112
March	0.129	0.110
April (Up to the Latest Practicable Date)	0.155	0.118

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If upon exercise of the powers of repurchase pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, Mr. Toh Eng Kui was indirectly interested in an aggregate of approximately 1,500,000,000 Shares, representing approximately 75% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the voting right of Mr. Toh Eng Kui in the Company would increase to approximately 83.3% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full to Buy-back the Shares will not trigger an obligation on the part Mr. Toh Eng Kui to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger such obligation under the Takeovers Code.

Furthermore, the Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors confirmed that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles.

The Directors confirmed that neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

The following set out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 84(1) of the Articles:

1. Mr. Leung Chi Hang, Benson (梁志恒)

Mr. Leung, aged 47, was appointed as an independent non-executive Director with effect from 5 April 2024. He is the chairman of the remuneration committee of the Company and a member of each of the audit committee and nomination committee of the Company. He is a finance executive with over 20 years of experience in corporate finance, accounting and capital market transactions. Mr. Leung has been the Head of Financial Reporting of Newlinks Technology Limited since June 2023, where he leads the accounting and financial reporting of Newlinks Technology Limited and NAAS Technology Inc., its subsidiary listed on NASDAQ (Nasdaq: NAAS). Prior to joining Newlinks Technology Limited, Mr. Leung was a partner at PricewaterhouseCoopers Hong Kong and PricewaterhouseCoopers China between 2013 and 2022 where he had led various audit and capital market engagements. Before his admission as a partner, Mr. Leung had served at offices of PricewaterhouseCoopers Hong Kong and the United States from 2000 to 2013. Mr. Leung has been an independent non-executive director of Chengdu Expressway Co. Ltd., a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1785), since September 2022.

Mr. Leung graduated from the University of Warwick in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a certified Financial Risk Manager and a certified ESG Analyst.

As at the Latest Practicable Date, Mr. Leung had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Leung does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Save as disclosed above, Mr. Leung held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Leung for a term of three years commencing on 5 April 2024. The service fee payable to Mr. Leung is S$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Lew Chern Yong (劉振榮先生)

Mr. Lew Chern Yong (劉振榮先生), aged 52, was appointed as an independent non-executive Director with effect from 1 September 2023. He is the chairman of the nomination committee of the Board and a member of each of the audit committee and the remuneration committee of the Board. He obtained a Bachelor's Degree in Accountancy with a Minor in Banking and Finance from the Nanyang Technological University in Singapore in 1997. He is currently an independent non-executive director of Eggriculture Foods Ltd., a company listed on The Stock Exchange of Hong Kong Limited (stock code: 8609), and Euda Health Limited, a company listed on NASDAQ (stock code: EUDAW), both advising on fundraising and mergers & acquisitions matters. From March 2019 to July 2022, Mr. Lew was the executive chairman of Y Ventures Ltd., a data driven e-commerce company based in Singapore. From September 2003 to March 2019, he was an executive director of Wong Fong Industries Ltd., a company listed on the Singapore Stock Exchange (Catalyst) (stock code: 1A1) and is primarily engaged in the provision of land transport engineering solutions and systems. From July 2000 to June 2002, he worked at a program executive of TOUCH Community Services, a Singapore charity organization, responsible for planning and running programs for schools and communities. From July 1997 to April 2000, Mr. Lew started his career as an auditor with KPMG Services Pte. Ltd, covering a wide range of industries such as manufacturing, technology, banking and finance.

As at the Latest Practicable Date, Mr. Lew had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Lew does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Save as disclosed above, Mr. Lew held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Lew for an initial term of one year commencing on 1 September 2023, automatically renewable for another term of one year. The service fee payable to Mr. Lew is S$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Mr. Lew that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Lew that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

3. General

(i) The emoluments of the executive Directors are determined with reference to the Directors' duties and responsibilities, the individual director's overall performance, the Company's performance, as well as the prevailing market conditions.

(ii) Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

HYGIEIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1650)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Hygieia Group Limited (the "**Company**") will be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 11:00 a.m. on Thursday, 21 May 2026 to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements, the reports of the directors (the "**Directors**") and the auditors of the Company for the year ended 31 December 2025.

2. To declare a final dividend of S$0.001 per share of the Company for the year ended 31 December 2025.

3. To re-elect the following Directors:

   i. Mr. Leung Chi Hang, Benson as an independent non-executive Director; and

   ii. Mr. Lew Chern Yong as an independent non-executive Director.

4. To authorise the Board to fix the remuneration of the Company's Directors.

5. To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditors and to authorise the Board to fix their remuneration.

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

6. "**THAT***:*

(a) subject to paragraph (c) of this resolution, 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 of HK$0.01 each in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury Shares out of treasury), 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, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of the aforesaid powers after the expiry of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) (including any sales or transfer of treasury Shares out of treasury) by the directors of the Company 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 any options granted under the share option schemes of the Company adopted from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue 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; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly;

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 the applicable laws 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 in general meeting.

"Rights Issue" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company's register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of; or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

7. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with all applicable laws and requirements in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution, "Relevant Period" means the period from the date of 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 the applicable laws 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 in general meeting."

8. "**THAT** conditional on the passing of resolutions numbered 6 and 7 above, the 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 6 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 7 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution)."

By Order of the Board
Hygieia Group Limited
Toh Eng Kui
Chairman

Hong Kong, 28 April 2026

As at the date of this notice, the executive Directors are Mr. Toh Eng Kui, Mr. Peh Poon Chew and Ms. Toh Lek Siew; and the independent non-executive Directors are Mr. Leung Chi Hang, Benson, Mr. Lew Chern Yong and Mr. Wong Yuk.

Notes:

1. 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 Friday, 15 May 2026 to Thursday, 21 May 2026, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 May 2026.

2. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

3. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.

4. In order to be valid, the signed and completed form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 11:00 a.m. on Tuesday, 19 May 2026) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's branch share registrar in Hong Kong together with the form of proxy.