THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **MedSci Healthcare Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MedSci Healthcare Holdings Limited
梅斯健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2415)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES, TO ISSUE NEW SHARES AND RESELL TREASURY SHARES AND PROPOSED RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the Annual General Meeting to be held at Room 1004, Guangqi City Office Building, Yishan Road, Xuhui District, Shanghai, PRC on Tuesday, 30 June 2026 at 10:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed within this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (https://ir.medsci.cn).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 but in any event not less than 48 hours before the time of holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or any adjournment or postponement thereof. Delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjournment or postponement thereof should the Shareholders subsequently so wish and, in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the Annual General Meeting.

30 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Room 1004, Guangqi City Office Building, Yishan Road, Xuhui District, Shanghai, PRC on Tuesday, 30 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment or postponement thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	MedSci Healthcare Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on 22 June 2021, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2415)
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands as amended and every statutory modification or re-enactment thereof for the time being in force
"Consolidated Affiliated Entities"	Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司) and Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司)
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company, its subsidiaries and Consolidated Affiliated Entities
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue and Resell Mandate"	as defined in paragraph 4 of the Letter from the Board on pages 5 to 6 of this circular
"Latest Practicable Date"	29 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China
"Repurchase Mandate"	as defined in paragraph 3 of the Letter from the Board on page 5 of this circular
"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 nominal value of US$0.0001 each
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs 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
"%"	percent



MedSci Healthcare Holdings Limited
梅斯健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2415)

Executive Directors:
Dr. Zhang Fabao *(Chairman of the Board)*
Dr. Li Xinmei *(Chief executive officer of the Company)*
Mr. Wang Shuai *(Co-chief executive officer of the Company)*
Mr. Cheng Liang

Non-executive Director:
Mr. Yan Shengfeng

Independent Non-executive Directors:
Ms. Liu Tao
Mr. Yu Mingyang
Mr. Lau Yiu Kwan Stanley

Registered Office:
89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Principal Place of Business in Hong Kong:
Room 1928
19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Head Office in the PRC:
18/F, Building 34
No. 258, Xinzhuan Road
Songjiang District
Shanghai
PRC

30 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES, TO ISSUE NEW SHARES AND RESELL TREASURY SHARES AND PROPOSED RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Dr. Zhang Fabao, Dr. Li Xinmei, Mr. Wang Shuai and Mr. Cheng Liang, as executive Directors; Mr. Yan Shengfeng as a non-executive Director; and Ms. Liu Tao, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley, as independent non-executive Directors.

Pursuant to Article 108(a) of the Articles of Association, notwithstanding any other provisions in the Articles of Associations, at each annual general meeting 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 at an annual general meeting by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Pursuant to Article 108(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, in accordance with Articles 108 of the Articles of Association, Mr. Wang Shuai, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley, will retire at the Annual General Meeting and, all being eligible, have offered themselves for re-election.

On the re-appointment of, Mr. Wang Shuai, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley, the Nomination Committee considered, and the Board shared the same views, that at all times during their period of directorship with the Company, they have properly discharged their duties and responsibilities and have made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In addition, in determining the proposal to re-elect Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley as independent non-executive Directors, (i) the Nomination Committee of the Company has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules provided by Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley and considered that they remain independent; (ii) the Board has assessed and is satisfied with the independence of Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley; (iii) the Nomination Committee of the Company and the Board have reviewed the biographies of Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley and their past performance, and

assessed their suitability for re-election, having regard to the board diversity policy adopted by the Company; and (iv) the Board is satisfied that through exercising the scrutinising and monitoring function of independent non-executive Directors, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley have provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. In this regard, the Board is of the view that, the re-election and continued appointment of Mr. Wang Shuai, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 June 2025, a general mandate was granted to the Board to repurchase Shares. The said general mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or (iii) the date on which such an authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting of the Company.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Board to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution, amounting to 60,717,095 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting (the "**Repurchase Mandate**").

In respect of the Repurchase Mandate, the Board wishes to state that it has no immediate plans to repurchase any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate at the Annual General Meeting.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND RESELL TREASURY SHARES

At the annual general meeting of the Company held on 30 June 2025, a general mandate was granted to the Board to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to ensure flexibility and give discretion to the Board in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury Shares), an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Board to exercise all powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution, amounting to 121,434,190 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of Annual General Meeting (the "**Issue and Resell Mandate**").

Subject to the passing of the ordinary resolutions to grant the Repurchase Mandate and Issue and Resell Mandate, an ordinary resolution to extend the Issue and Resell Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Issue and Resell Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the Issue and Resell Mandate is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or (iii) the date on which it is varied or revoked by an ordinary resolution of the Shareholders passed in a general meeting of the Company.

In respect of the Issue and Resell Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares) pursuant thereto.

Subject to the approval of Shareholders, the Company may only use the general mandate for the sale or transfer of treasury Shares.

5. PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Ernst & Young as the external auditors of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2026. The re-appointment of the auditors of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting. As Ernst & Young is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2026 could be performed more efficiently by Ernst & Young, which is in the best interests of the Company and the Shareholders as a whole.

Having considered factors including the complexity and business operations of the Company, the expected audit scope, the audit timetable and the auditors' resources required, the estimated audit fee of Ernst & Young for the audit services for the year ending 31 December 2026 is expected to be between approximately RMB2.1 million to approximately RMB2.4 million (the "**Estimated Audit Fee**"). The Estimated Audit Fee is considered to be fair and reasonable after due consideration of the facts and circumstances known as of the Latest Practicable Date.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Associations, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Therefore, all resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting will be voted by way of a poll by the Shareholders. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed within this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (https://ir.medsci.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority 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 but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or any adjournment or postponement thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or at any adjournment or postponement thereof should the Shareholders subsequently so wish and, in such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Repurchase Mandate and the Issue and Resell Mandate and proposed re-appointment of auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the Annual General Meeting.

8. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
MedSci Healthcare Holdings Limited
梅斯健康控股有限公司
Dr. Zhang Fabao
Chairman of the Board and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Wang Shuai

Mr. Wang Shuai (王帥先生), aged 45, was appointed as our Director in November 2021, and re-designated as our executive Director in April 2022. Mr. Wang has also been our vice president since December 2021, and the co-chief executive officer of our Group since 16 July 2024. He is responsible for the overall strategic planning and general management and execution of the business operations of our Group. Mr. Wang has also been serving as a vice president and director of Shanghai MedSci since June 2016 and September 2020, respectively.

Prior to joining the Group, Mr. Wang worked at Beijing Xunbo Hengtai Technology Development Co., Ltd. (北京訊博恒泰科技發展有限公司), a company primarily engaged in medical advertisement, from November 2007 to August 2011, mainly responsible for providing medical consulting services to pharmaceutical companies. Subsequently, Mr. Wang worked at Beijing KINGYEE Technology Co., Ltd. (北京金葉天盛科技有限公司), an Internet physician platform company primarily engaged in providing digital marketing solutions for pharmaceutical companies from December 2011 to October 2013, and served as the sales director of KINGYEE (Beijing) Co., Ltd. (金葉天成(北京)科技有限公司) from November 2013 to December 2015, responsible for the sales and sales management. Mr. Wang also served as the general manager at Beijing Chaokanglian Information Technology Co., Ltd. (北京朝康聯信息科技有限公司), a company primarily engaged in medical advertisement, from January 2016 to June 2016, responsible for operation management.

Mr. Wang obtained a bachelor's degree in clinical medicine from China Medical University (中國醫科大學) in the PRC in July 2003.

Mr. Wang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares or underlying Shares pursuant to Part XV of the SFO. Pursuant to the service contract entered into between the Company and Mr. Wang, Mr. Wang is not entitled to director's fee.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Mingyang

Mr. Yu Mingyang (余明陽先生), aged 62, was appointed as our independent non-executive Director in April 2023.

Mr. Yu has extensive experience in branding strategy and management. Prior to joining our Group, Mr. Yu served as an independent non-executive director of Noble Jewelry Holdings Limited (億鑽珠寶控股有限公司), a company listed on the Stock Exchange (stock code: 00475) and currently known as Central Development Holdings Limited (中發展控股有限公司), from January 1994 to January 2002; and as an independent director of Zoneco Group Co., Ltd. (獐子島集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002069), from June 2007 to June 2010. Mr. Yu also served as an independent director of Shandong Homey Aquatic Development Co., Ltd. (山東好當家海洋發展股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600467), from March 2011 to May 2015; and as an independent non-executive director of Carpenter Tan Holdings Limited (譚木匠控股有限公司), a company listed on the Stock Exchange (stock code: 837), from September 2007 to January 2016.

Currently, Mr. Yu has served as a professor at Shanghai Jiao Tong University (上海交通大學) since September 2005; as an independent director of Shanghai Xujiahui Commercial Co., Ltd. (上海徐家匯商城股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002561), since March 2018; and as an independent director of Golden Home Living Co., Ltd. (金牌厨櫃家居科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603180), since September 2019.

Mr. Yu obtained his bachelor's degree in philosophy from Hangzhou University (杭州大學) in the PRC in July 1983. Mr. Yu obtained a master's degree and a doctor's degree in management from Fudan University (復旦大學) in the PRC in July 1993 and July 1996, respectively.

Save as disclosed above, Mr. Yu does not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yu did not have any interest in the Shares or underlying Shares pursuant to Part XV of the SFO. Pursuant to the appointment letter of Mr. Yu, Mr. Yu is entitled to director's fee of HK$150,000 per annum, taking reference to his duties and responsibilities.

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

Mr. Lau Yiu Kwan Stanley

Mr. Lau Yiu Kwan Stanley (劉耀坤先生), aged 71, was appointed as our independent non-executive Director in April 2023.

Prior to joining the Group, Mr. Lau served as the general manager at Baxter (China) Investments Co., Ltd from July 2002 to April 2009; as the president of China Biologic Products, Inc. from December 2010 to March 2012; as the chief operating officer at Eddingpharm Investment Co. Ltd. from March 2012 to February 2013; and as the chief executive officer at Amsino Medical Group from March 2013 to November 2014. Subsequently, Mr. Lau founded Shenzhen Tailai Biotechnology Co., Ltd. (深圳泰萊生物科技有限公司) in July 2018 and has been the chairman of the board of directors since April 2020.

Concurrently, Mr. Lau has served as an independent non-executive director of Solasia Pharma K.K., a company listed on the Tokyo Stock Exchange (securities code: 4597), since December 2014; and as chairman of the board of directors and an independent director of Gland Pharma Ltd, a company listed on the BSE Limited (stock code: 543245) and the National Stock Exchange of India Limited (symbol: GLAND), since June 2019.

Mr. Lau obtained a bachelor's degree in pharmaceutics from University of London in the United Kingdom.

Save as disclosed above, Mr. Lau does not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares or underlying Shares pursuant to Part XV of the SFO. Pursuant to the appointment letter of Mr. Lau, Mr. Lau is entitled to director's fee of HK$150,000 per annum, taking reference to his duties and responsibilities.

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

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 607,170,950 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 607,170,950 Shares, the Board would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 60,717,095 Shares which represent 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

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

3. FUNDING OF SHARE REPURCHASE

Share repurchase must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a new issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles of Association and subject to the Companies Act, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased in the manner provided for in the Companies Act.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position of the Company as disclosed in the annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such

extent as would, in the circumstances, have material adverse effect on the working capital requirements and/or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, if a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company, it will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

Name of Shareholders	Capacity/Nature of interest	Number of Shares held[1]	Approximate percentage interest in the issued share capital of the Company	Approximate percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full
Dr. Li Xinmei	Interest in a controlled corporation	177,929,750(L)[2]	29.30%	32.56%
	Interest of spouse	165,189,250(L)[2]	27.20%	30.23%
Microhealth Limited	Beneficial interest	177,929,750(L)[2]	29.30%	32.56%
Dr. Zhang Fabao	Interest in a controlled corporation	140,972,700(L)[3]	23.22%	25.80%
	Interest in a controlled corporation	24,216,550(L)[3]	3.99%	4.43%
	Interest of spouse	177,929,750(L)[3]	29.30%	32.56%
Dtx Health Limited	Beneficial interest	140,972,700(L)[3]	23.22%	25.80%
Mr. Hu Xubo	Interest in a controlled corporation	53,865,750(L)[4]	8.87%	9.86%
Ms. Yu Jia	Interest in a controlled corporation	65,983,400(L)[4]	10.87%	12.07%
Dragon Step Ventures Limited	Beneficial interest	53,865,750(L)[4]	8.87%	9.86%
Qiming Ronghe	Interest in a controlled corporation	53,865,750(L)[4]	8.87%	9.86%
Suzhou Qicheng	Interest in a controlled corporation	53,865,750(L)[4]	8.87%	9.86%
Shanghai Qichang	Interest in a controlled corporation	53,865,750(L)[4]	8.87%	9.86%

Name of Shareholders	Capacity/Nature of interest	Number of Shares held[1]	Approximate percentage interest in the issued share capital of the Company	Approximate percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full
Meiyue Limited	Beneficial interest	37,341,005 (L)[5]	6.15%	6.83%
Tencent Holdings Limited	Interest in a controlled corporation	37,700,750(L)[6]	6.21%	6.90%
Image Frame Investment (HK) Limited	Beneficial interest	37,700,750(L)[6]	6.21%	6.90%

Notes:

(1) The letter "L" denotes the person's long position in the Shares.

(2) Microhealth Limited is wholly owned by Dr. Li and will beneficially holds 177,929,750 Shares. By virtue of the SFO, Dr. Li is deemed to be interested in the Shares held by Microhealth Limited. As Dr. Zhang is the spouse of Dr. Li, Dr. Li is deemed to be interested in the Shares in which Dr. Zhang is interested by virtue of the SFO, being 165,189,250 Shares.

(3) Dtx Health Limited is wholly owned by Dr. Zhang and beneficially holds 140,972,700 Shares. By virtue of the SFO, Dr. Zhang is deemed to be interested in the Shares held by Dtx Health Limited. As Dr. Li is the spouse of Dr. Zhang, Dr. Zhang is deemed to be interested in the Shares in which Dr. Li is interested by virtue of the SFO, being 177,929,750 Shares. Meilong Limited is one of the employee equity incentive platforms of the Company which is held as to approximately 44.67% by Dr. Zhang (including approximately 2.58% held through Dtx Health Limited) as at the Latest Practicable Date, and beneficially holds 24,216,550 Shares. By virtue of the SFO, Dr. Zhang is deemed to be interested in the Shares held by Meilong Limited.

(4) Dragon Step Ventures Limited is 100% held by Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) ("**Qiming Ronghe**"). Qiming Ronghe is controlled by Suzhou Qicheng Investment Management Partnership (Limited Partnership) ("**Suzhou Qicheng**"), which is in turn controlled by Shanghai Qichang Investment Consulting Co., Ltd., a company held as to 50% and 50% by Mr. Hu Xubo and Ms. Yu Jia, respectively. Gleaming Global Investments Limited is 100% held by Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) ("**Suzhou Qisi**"). Suzhou Qisi is controlled by Beijing Qiyao Investment Management Partnership (Limited Partnership), which is in turn controlled by Suzhou Qiman Investment Management Co., Ltd., a company held as to 50% and 50% by Mr. Hu Xubo and Ms. Yu Jia, respectively. Therefore, Mr. Hu Xubo and Ms. Yu Jia are deemed to be interested in the Shares held by Dragon Step Ventures Limited and Gleaming Global Investments Limited by virtue of the SFO.

(5) Meiyue Limited is one of the employee equity incentive platforms of the Company and beneficially holds 37,341,005 Shares. Each of the shareholders of Meiyue Limited, being an employee of the Group, holds less than 20% equity interests in Meiyue Limited.

(6) Image Frame Investment (HK) Limited is ultimately controlled by Tencent Holdings Limited, a company listed on the Stock Exchange (stock code: 700), and beneficially holds 37,700,750 Shares. By virtue of the SFO, Tencent Holdings Limited is deemed to be interested in the Shares held by Image Frame Investment (HK) Limited.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

6. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise their power to repurchase any Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association of the Company and applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

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 repurchases.

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

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the following months were as follows:

	Highest *HK$*	**Lowest** *HK$*
2025		
April	1.230	0.880
May	1.240	1.100
June	1.450	1.140
July	1.440	1.280
August	2.480	1.340
September	1.850	1.450
October	1.600	1.420
November	1.580	1.260
December	1.420	1.160
2026		
January	1.400	1.210
February	1.350	1.220
March	1.330	1.060
April *(up to and including the Latest Practicable Date)*	1.290	1.100

MedSci Healthcare Holdings Limited
梅斯健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2415)

Notice is hereby given that the Annual General Meeting of MedSci Healthcare Holdings Limited (the "**Company**") will be held at Room 1004, Guangqi City Office Building, Yishan Road, Xuhui District, Shanghai, PRC on Tuesday, 30 June 2026 at 10:00 a.m. of the following purposes:

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

2. To re-elect Mr. Wang Shuai as an executive Director;

3. To re-elect Mr. Yu Mingyang as an independent non-executive Director;

4. To re-elect Mr. Lau Yiu Kwan Stanley as an independent non-executive Director;

5. To authorise the board of Directors (the "**Board**") to fix the respective Directors' remuneration;

6. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration;

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

   "**THAT**:

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

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

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

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

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)) and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period 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 by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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

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

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

(iv) the exercise of the right of subscription or conversion under the term of any securities which are convertible in shares of the Company and from time to time outstanding,

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

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

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

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

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

"**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 7 of the

Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution.".

Yours faithfully,
For and on behalf of the Board
MedSci Healthcare Holdings Limited
梅斯健康控股有限公司
Dr. Zhang Fabao
Chairman of the Board and Executive Director

30 April 2026

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority 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 not less than 48 hours before the time of holding the meeting (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

3. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date will be Tuesday, 30 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 24 June 2026. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Annual General Meeting.

4. All the resolutions set out in this notice shall be decided by poll.