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**If you are in any 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 Hygeia Healthcare Holdings Co., Limited, you should at once hand this circular 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 the transferee.

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# Hygeia Healthcare Holdings Co., Limited

# 海吉亚医疗控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6078)**

## PROPOSED RE-ELECTION OF RETIRING DIRECTORS
## AND
## PROPOSED RE-APPOINTMENT OF AUDITOR
## AND
## GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
## AND
## NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Hygeia Healthcare Holdings Co., Limited to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 26, 2026 at 3:00 p.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

May 28, 2026

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

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|---|---|
| "Annual General Meeting" | the annual general meeting of the Company to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 26, 2026 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 20 to 25 of this circular |
| "Articles of Association" | the second amended and restated memorandum and articles of association of the Company adopted on June 28, 2022 (as amended from time to time) |
| "Audit Committee" | the audit committee of the Board |
| "Board" | the board of Directors |
| "Cayman Companies Act" | the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited |
| "Company" | Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on September 12, 2018, the Shares of which are listed on the Main Board of the Stock Exchange |
| "Controlling Shareholder(s)" | has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Zhu Yiwen, Ms. Zhu Jianqiao, Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Red Palm Holdings Limited and Amber Tree Holdings Limited |

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|---|---|
| "Director(s)" | the director(s) of the Company |
| "Extension Mandate" | a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, extended and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (excluding those held as treasury Shares) |
| "Gamma Star Tech" | Shanghai Gamma Star Technology Development Co., Ltd.* (上海伽瑪星科技發展有限公司), a limited liability company established in the PRC on May 20, 2004 and a wholly-owned subsidiary of the Company |
| "General Mandate" | a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power 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 issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | May 26, 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time |
| "Nomination Committee" | the nomination committee of the Board |

| | |
|---|---|
| "PRC" | the People's Republic of China, but for the purpose of this circular and for geographical reference only, references herein do not apply to Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| "Remuneration Committee" | the remuneration committee of the Board |
| "Repurchase Mandate" | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate |
| "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 nominal value of US$0.00001 each |
| "Shareholder(s)" | the holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time |
| "treasury Shares" | has the meaning ascribed to it under the Listing Rules |
| "US$" | United States dollars, the lawful currency of the United States of America |
| "%" | per cent |

# Hygeia Healthcare Holdings Co., Limited
# 海吉亚医疗控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6078)**

*Executive Directors:*
Mr. Zhu Yiwen *(Chairman)*
Mr. Ren Ai
Ms. Cheng Huanhuan
Mr. Zhang Wenshan
Ms. Jiang Hui

*Independent non-executive Directors:*
Mr. Ye Changqing
Mr. Zhao Chun
Mr. Zhang Guozhong

*Registered office:*
Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Headquarters in the PRC:*
Unit 1605/1606
Building 1, Fuyuan Zhidi Square
38 Yuanshen Road
Pudong New Area, Shanghai
the PRC

*Principal place of business in Hong Kong:*
Unit 1608, New World Tower 1
16–18 Queen's Road Central
Hong Kong

May 28, 2026

*To the Shareholders*

Dear Sir or Madam

## PROPOSED RE-ELECTION OF RETIRING DIRECTORS
## AND
## PROPOSED RE-APPOINTMENT OF AUDITOR
## AND
## GENERAL MANDATES TO ISSUE SHARES
## AND REPURCHASE SHARES
## AND
## NOTICE OF ANNUAL GENERAL MEETING

## INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: the proposals for (i) the proposed re-election of the retiring Directors, (ii) the proposed re-appointment of auditor; and (iii) the proposed grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

## PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 109(a) of the Articles of Association, 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 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.

In accordance with Article 109(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, Mr. Zhu Yiwen (an executive Director), Ms. Cheng Huanhuan (an executive Director) and Ms. Jiang Hui (an executive Director), being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors according to the nomination policy of the Company, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee has considered that each of Mr. Zhu Yiwen (who founded the Group in November 2009, with rich experience in the healthcare industry and with over 30 years of clinical experience as an experienced physician), Ms. Cheng Huanhuan (who joined the Group

for more than 15 years since it started its business in 2009 and was re-designated as the secretary to the Board of the Company in 2025) and Ms. Jiang Hui (who joined the Group for more than 15 years and responsible for overseeing the business operation of the Group's in-network radiotherapy centers), are all in possession of rich experience and knowledge of the Group. The Nomination Committee is satisfied that each of Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Ms. Jiang Hui has performed their duties as Directors effectively. The Board is of the opinion that each of Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Ms. Jiang Hui with their knowledge and experience will continue to bring valuable contribution to the Board.

The Nomination Committee has nominated and the Board has recommended Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Ms. Jiang Hui to stand for re-election at the Annual General Meeting.

The biographical details of the aforesaid retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

## PROPOSED RE-APPOINTMENT OF AUDITOR

The Company proposes to re-appoint Deloitte Touche Tohmatsu as the auditor for the year ended December 31, 2026. The preliminary estimated audit fee for the audit services relating to the year ending December 31, 2026 is between RMB2,550,000 to RMB2,650,000. The estimated audit fee was determined on a fair and reasonable basis, after discussion between the Company and Deloitte Touche Tohmatsu having regard to the complexity and scale of the Company's business operations, the expected scope of the audit work, the audit timetable, and the level of auditor's resources required to perform the engagement. The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors as the engagement progresses. Accordingly, the final audit fee may differ from the estimated amount set out above.

The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the year ending December 31, 2026, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed.

## PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to Rule 13.36 of the Listing Rules, for the General Mandate to issue

Shares. An ordinary resolution no. 7(A) will be proposed at the Annual General Meeting to grant to the Directors the General Mandate to exercise the 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 issued Shares (excluding any treasury Shares) as at the date of the passing of such resolution. As at the Latest Practicable Date, the total number of issued Shares comprised 618,499,000 Shares (including 6,632,000 treasury Shares held by the Company as of the Latest Practicable Date). Subject to the passing of the above ordinary resolution no. 7(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 122,373,400 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 7(C), the number of Shares repurchased by the Company under the ordinary resolution no. 7(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the General Mandate as mentioned in the ordinary resolution no. 7(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the General Mandate and Repurchase Mandate. The Directors have no immediate plans to issue any new Shares pursuant to the General Mandate.

**PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES**

An ordinary resolution no. 7(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the resolution in relation to the Repurchase Mandate.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are 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 its own name as treasury Shares. The Company (i) will not (or will 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.

An explanatory statement required by the Listing Rules in connection with the 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 relevant resolution at the Annual General Meeting.

## CLOSURE OF REGISTER OF MEMBERS

For purpose of determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from June 23, 2026 to June 26, 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 22, 2026.

## NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 20 to 25 of this circular is the notice of Annual General Meeting at which, inter alia, the ordinary resolutions will be proposed to Shareholders to consider and approve the proposals for (i) the re-election of the retiring Directors, (ii) the re-appointment of auditor, and (iii) the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate.

## FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hygeia-group.com.cn). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

## VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General 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. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

## RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the re-election of the retiring Directors, the re-appointment of auditor, the grant to the Directors of General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
**Hygeia Healthcare Holdings Co., Limited**
**Mr. Zhu Yiwen**
*Chairman*

*The following are the particulars of the retiring Directors being eligible for re-election at the Annual General Meeting.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**EXECUTIVE DIRECTORS**

**Mr. Zhu Yiwen (朱義文)** ("**Mr. Zhu**"), aged 63, was appointed as an non-executive Director and vice chairman of the Company on March 30, 2021, appointed as the Chairman on July 6, 2021, and redesignated as an executive Director on August 23, 2021. Mr. Zhu is primarily responsible for the mid to long term development strategy formulation and the disciplines development planning of the in-network hospital of the Group. Mr. Zhu is the father of Ms. Zhu Jianqiao ("**Ms. Zhu**"), and father-in-law of Mr. Ren Ai.

Mr. Zhu is an experienced physician with over 30 years of clinical experience. In September 1987, he started his career at The Affiliated Hospital of Xuzhou Medical University (徐州醫科大學附屬醫院), where he was trained to become a neurosurgeon and served as the director of the Gamma Knife Treatment Center* (伽瑪刀中心) and the deputy director of the Neurosurgical Department (神經外科) and Medical Affairs Department (醫務科) from November 1998 to October 2004. He subsequently served as the director of the Tumor Radiotherapy Center (腫瘤放療中心) and the deputy director of the Army-wide Chest Tumor Center* (全軍胸部腫瘤中心) of The 455th Hospital of Chinese People's Liberation Army* (中國人民解放軍第四五五醫院) from October 2004 to December 2015. Mr. Zhu founded the Group in November 2009 and served as the general manager and a director of the Group until December 2019 and January 2020, respectively.

Mr. Zhu studied in clinical medicine at Xuzhou Medical University (徐州醫科大學, formerly known as Xuzhou Medical College (徐州醫學院)) and graduated in July 1987 with a bachelor's degree in medicine. He majored in neurosurgery and obtained his master's degree in clinical medicine from Nanjing Medical University (南京醫科大學, formerly known as Nanjing Medical College (南京醫學院)) in July 1992. In August 1999, Mr. Zhu was accredited as an associate-chief physician (副主任醫師) and an associate professor by the Personnel Department of Jiangsu Province* (江蘇省人事廳). He became a member of Chinese Medical Association (中華醫學會) in April 2002 and the 9th Radiation Oncology Specialty Society* (放射腫瘤治療專科學會) of Jiangsu Branch of the Chinese Medical Association* (中華醫學會江蘇分會) in July 2002.

Mr. Zhu has entered into a service contract with the Company for a term of three years commencing from June 28, 2023 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the service contract, Mr. Zhu is entitled to a (i) director's fee of RMB110,054 per annum (before tax) for his services rendered as an executive Director; and (ii) a base remuneration of RMB1,445,602 per annum (before tax) for his other services rendered to the Company, together with discretionary performance bonus, share awards and other benefits in kind as recommended by the Remuneration Committee and determined by the Board with reference to his relevant experience and qualifications, his roles and responsibilities with the Company and the prevailing market condition.

As of the Latest Practicable Date, Mr. Zhu is deemed to be interested in 289,779,415 Shares within the meaning of Part XV of SFO, which include (i) 120,145,836 Shares held by TMF (Cayman) Ltd. as trustee of Ewen Legacy Trust, being Mr. Zhu's discretionary family trust, (ii) 561,000 Shares held by Mr. Zhu, and (iii) 169,072,579 Shares pursuant to the concert party confirmation on September 30, 2024 entered by Mr. Zhu, Ms. Zhu and TMF (Cayman) Ltd. (as trustee of Ewen Legacy Trust and Ms. Zhu's discretionary family trust, being Ewen Eternity Trust (together with Ewan Legacy Trust, collectively referred to as the "**Family Trusts**")).

As of the Latest Practicable Date, Mr. Zhu is interested in 168,000 underlying Shares in respect of share options granted to him under the share option scheme of the Company adopted on October 15, 2021 within the meaning of Part XV of the SFO.

**Ms. Cheng Huanhuan (程歡歡)** ("**Ms. Cheng**"), aged 42, was appointed as a Director on June 3, 2019 and was re-designated as an executive Director on September 18, 2019. Ms. Cheng has been with the Group for more than 15 years since it started its business in 2009 and was appointed as the secretary to the Board in March 2025 to support the development of the Company and focus on assisting the Board in the implementation of the Board's decisions.

Ms. Cheng has accumulated rich experience in the daily management and operation of the Group, gained in-depth understanding of the industry where the Group operates, and built strong recognition of its corporate culture. Ms. Cheng started to work at Gamma Star Tech as the secretary to the chairman of the board of Gamma Star Tech in April 2008. She served as the investment director of the Group in May 2009, as the director of investment and strategic business of the Group in January 2015, as the vice president of the Group in January 2018, as the vice president of the Group in December 2019 and as the chief executive officer of the Group in December 2019, where she was subsequently re-designated as the co-chief executive officer of the Company in August 2021. In March 2025, Ms. Cheng stepped down from her role as the co-chief executive officer of the Company due to a redesignation of duties in the Group.

Ms. Cheng majored in English at Sichuan International Studies University (四川外國語大學) (formerly known as Sichuan Foreign Language College (四川外語學院)) and obtained her bachelor's degree in literature in July 2005. In March 2008, she graduated from Shanghai International Studies University (上海外國語大學) with a master's degree in translation studies.

Ms. Cheng has entered into a service contract with the Company for a term of three years commencing from June 28, 2023 or until the third annual general meeting of the Company since the date of her appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the service contract, Ms. Cheng is entitled to a (i) director's fee of RMB109,530 per annum (before tax) for her services rendered as an executive Director; and (ii) a base remuneration of RMB434,870 per annum (before tax) for her other services rendered to the Company, together with discretionary performance bonus, share awards and other benefits in kind as recommended by the Remuneration Committee and determined by the Board with reference to her relevant experience and qualifications, her role and responsibilities with the Company and the prevailing market condition.

As of the Latest Practicable Date, Ms. Cheng is interested in 48,000 underlying Shares in respect of share options granted to her under the share option scheme of the Company adopted on October 15, 2021 within the meaning of Part XV of the SFO.

**Ms. Jiang Hui (姜蕙) ("Ms. Jiang**"), aged 50, was appointed as an executive Director on December 23, 2020 and has been the director of the Group's radiotherapy division since January 2015, primarily responsible for overseeing the business operation of the Group's in-network radiotherapy centers.

Prior to joining the Group, she served at Shanghai Xusheng Automatic Technology Co., Ltd. (上海旭勝自動化技術有限公司) as the financial manager from August 2007 to August 2011. She joined the Group in September 2011 and was promoted as the director of the radiotherapy division in January 2015. Ms. Jiang obtained a bachelor's degree in accounting from Zhongnan University of Economics and Law (中南財經政法大學) in June 2007 through a self-taught program. She was accredited as a mid-level accountant in May 2011 by the Shanghai Bureau of Human Resources and Social Security (上海市人力資源和社會保障局).

Ms. Jiang has entered into a service contract with the Company for a term of three years commencing from June 28, 2024 or until the third annual general meeting of the Company since the date of her appointment, whichever is sooner, unless terminated by not less than one month's prior notice in writing served by either party to the other. The service contract may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

In accordance with the service contract, Ms. Jiang is entitled to a (i) director's fee of RMB109,530 per annum (before tax) for her services rendered as an executive Director; and (ii) a base remuneration of RMB341,292 per annum (before tax) for her other services rendered to the Company, together with discretionary performance bonus, share awards and other benefits in kind as recommended by the Remuneration Committee and determined by the Board with reference to her relevant experience and qualifications, her role and responsibilities with the Company and the prevailing market condition.

As of the Latest Practicable Date, Ms. Jiang is interested in 36,000 underlying Shares in respect of share options granted to her under the share option scheme of the Company adopted on October 15, 2021 within the meaning of Part XV of the SFO.

* *For identification purpose only*

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 618,499,000 Shares of nominal value of US$0.00001 each (including 6,632,000 treasury Shares held by the Company as of the Latest Practicable Date). Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 61,186,700 Shares representing 10% of the total number of issued Shares (excluding treasury Shares) during the period ending on the earliest 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 to be held by Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are 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 its own name as treasury Shares. The Company (i) will not (or will 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.

## REASONS AND FUNDING OF REPURCHASES

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 repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and

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

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

None of the Director nor any of their respective associates (as defined under the Listing Rules), to the best of their knowledge and belief, having made all reasonable enquiries, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

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

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the proposed Repurchase Mandate.

On September 30, 2024, Mr. Zhu and Ms. Zhu respectively established discretionary family trusts, namely Ewen Legacy Trust and Ewen Eternity Trust, being the Family Trusts. TMF (Cayman) Ltd. acts as trustee of the Family Trusts and holds an aggregate of 285,955,618 Shares through Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited as at the Latest Practicable Date. Mr. Zhu is the settlor of Ewen Legacy Limited while Ms. Zhu is the settlor of Ewen Eternity Limited. Mr. Zhu and Ms. Zhu are the beneficiaries of the Family Trusts.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhu, Ms. Zhu, and TMF (Cayman) Ltd. (as trustee of the Family Trusts) and Mr. Ren Ai (任愛) ("**Mr. Ren**") were interested in an aggregate of 289,779,415 Shares, representing approximately 46.85% of the total number of Shares in issue. Pursuant to the concert party confirmation, Mr. Zhu, Ms. Zhu and TMF (Cayman) Ltd. (as trustee of the Family Trusts) act in concert in respect of their equity interests in the Company. Mr. Ren is the spouse of Ms. Zhu, and is therefore deemed to be interested in the Shares which are interested by of Ms. Zhu by virtue of the SFO. In the event that the Directors should exercise in full the Repurchase Mandate (assuming no new Shares are issued), the shareholding of Mr. Zhu, Ms. Zhu and Mr. Ren in the Company will be increased to approximately 52.00% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Mr. Zhu, Ms. Zhu and Mr. Ren to make a mandatory offer.

| Name of Shareholder | Nature of interest | Number of Shares held[4] | Approximate percentage of shareholding in the Company |
|---|---|---|---|
| Mr. Zhu[2] | Beneficial interest / Founder of a discretionary trust[1] / Interest of concert parties[2] | 289,779,415 (L) | 46.85% |
| Ms. Zhu[2][3] | Founder of a discretionary trust[1] / Interest of concert parties[2] / Interest of spouse[3] | 289,779,415 (L) | 46.85% |
| TMF (Cayman) Ltd. [1][2][3] | Trustee[1] / Interest of concert parties[2] | 289,779,415 (L) | 46.85% |
| Mr. Ren[2][3] | Beneficial interest / Interest in a controlled corporation[3] / Interest of spouse[3] | 289,779,415 (L) | 46.85% |

*Notes:*

(1) On September 30, 2024, Mr. Zhu and Ms. Zhu respectively established the Family Trusts. TMF (Cayman) Ltd. acts as trustee of the Family Trusts and holds an aggregate of 289,779,415 Shares through Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited. Mr. Zhu is the settlor of Ewen Legacy Limited while Ms. Zhu is the settlor of Ewen Eternity Limited. Mr. Zhu and Ms. Zhu are the beneficiaries of the Family Trusts.

(2) Pursuant to the establishment of the Family Trusts, Mr. Zhu, Ms. Zhu and TMF (Cayman) Ltd. (as trustee of the Family Trusts) entered into a concert party confirmation on September 30, 2024 and confirmed that they had and would continue to, for so long as they remain interested in the Shares, directly or indirectly, act in concert by aligning their votes at the shareholders' meetings of the Company. As such, Mr. Zhu and Ms. Zhu, together with TMF (Cayman) Ltd., are all deemed to be interested in the total Shares directly and indirectly held by Ewen Legacy Limited, Century River Holdings Limited, Ewen Eternity Limited, Amber Tree Holdings Limited and Red Palm Holdings Limited.

(3) Spruce Wood Investment Holdings Limited is wholly-owned by Mr. Ren and Group & Ray II Limited is 92.7% owned by Mr. Ren. Therefore, Mr. Ren is deemed to be interested in the Shares directly held by Spruce Wood Investment Holdings Limited and Group & Ray II Limited. Ms. Zhu is the spouse of Mr. Ren, and is therefore deemed to be interested in the Shares which are interested by Mr. Ren by virtue of the SFO.

(4) As at the Latest Practicable Date, the total number of issued Shares was 618,499,000. The letter "L" denotes the entity's long position in the Shares.

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 issued share capital 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.

## SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased a total of 6,632,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date and all 6,632,000 Shares had been held as treasury Shares by the Company as at the Latest Practicable Date. Details of which are as follows:

| Date of Repurchase | No. of Shares repurchased | Price paid per Share | |
|---|---|---|---|
| | | Highest | Lowest |
| | | *HK$* | *HK$* |
| December 17, 2025 | 493,800 | 12.20 | 12.04 |
| December 22, 2025 | 41,800 | 12.75 | 12.75 |
| December 23, 2025 | 238,800 | 12.62 | 12.50 |
| December 29, 2025 | 236,000 | 12.75 | 12.54 |
| December 30, 2025 | 334,600 | 12.53 | 12.39 |
| December 31, 2025 | 100,000 | 12.42 | 12.42 |
| February 4, 2026 | 438,600 | 13.35 | 12.96 |
| February 12, 2026 | 140,000 | 14.27 | 14.22 |
| February 25, 2026 | 358,800 | 14.02 | 13.84 |
| March 31, 2026 | 435,200 | 11.59 | 11.42 |
| April 2, 2026 | 2,200 | 12.10 | 12.10 |
| April 8, 2026 | 243,600 | 12.34 | 12.23 |
| April 13, 2026 | 247,400 | 12.15 | 12.07 |
| April 16, 2026 | 241,000 | 12.50 | 12.41 |

| Date of Repurchase | No. of Shares repurchased | Price paid per Share | |
|---|---|---|---|
| | | Highest | Lowest |
| | | *HK$* | *HK$* |
| April 17, 2026 | 248,000 | 12.12 | 12.04 |
| April 21, 2026 | 165,000 | 12.14 | 12.08 |
| April 23, 2026 | 250,400 | 12.02 | 11.89 |
| April 24, 2026 | 250,000 | 12.03 | 11.94 |
| April 28, 2026 | 256,400 | 11.72 | 11.68 |
| April 30, 2026 | 260,600 | 11.57 | 11.43 |
| May 18, 2026 | 363,200 | 11.10 | 10.77 |
| May 19, 2026 | 181,400 | 11.07 | 10.95 |
| May 20, 2026 | 377,000 | 10.64 | 10.56 |
| May 22, 2026 | 385,800 | 10.42 | 10.28 |
| May 26, 2026 | 342,400 | 10.40 | 10.10 |

**SHARE PRICES**

The highest and lowest traded prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months to the Latest Practicable Date were as follows:

| Month | Highest traded prices | Lowest traded prices |
|---|---|---|
| | *HK$* | *HK$* |
| **2025** | | |
| May | 17.30 | 13.54 |
| June | 17.00 | 14.26 |
| July | 18.40 | 14.86 |
| August | 17.72 | 14.30 |
| September | 15.44 | 13.55 |
| October | 14.79 | 13.03 |
| November | 13.67 | 12.22 |
| December | 12.98 | 11.33 |
| **2026** | | |
| January | 14.36 | 12.21 |
| February | 14.55 | 12.62 |
| March | 13.21 | 11.00 |
| April | 12.59 | 11.42 |
| May (up to the Latest Practicable Date) | 12.10 | 10.07 |

# Hygeia Healthcare Holdings Co., Limited
# 海吉亚医疗控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6078)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the "**Annual General Meeting**") of Hygeia Healthcare Holdings Co., Limited (the "**Company**") will be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on June 26, 2026 at 3:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2025;

2. To re-elect Mr. Zhu Yiwen as an executive director of the Company (the "**Director**");

3. To re-elect Ms. Cheng Huanhuan as an executive Director;

4. To re-elect Ms. Jiang Hui as an executive Director;

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

6. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix its remuneration; and

7. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

**(A)** "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company ("**Shares**") (including any sale and transfer of treasury shares) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; or (3) any scrip dividend or similar arrangements 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; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or 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 passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:–

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:–

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

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

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "Rights Issue" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of 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 exercise 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); and

(c) Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury Shares to the extent permitted by, and subject to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and applicable laws and regulations."

**(B)** "**THAT**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited and, subject to and in accordance with the Listing Rules and applicable laws and regulations, be and is hereby generally and unconditionally approved;

(ii) the total number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:–

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:–

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

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

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

**(C)** "**THAT** conditional upon the resolutions numbered 7(A) and 7(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 7(A) set out in the notice convening this meeting be and is hereby extended by the addition to the total

number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 7(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the said resolutions."

By order of the Board
**Hygeia Healthcare Holdings Co., Limited**
**Mr. Zhu Yiwen**
*Chairman*

Hong Kong, May 28, 2026

*Registered office:*
Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Headquarters in the PRC:*
Unit 1605/1606
Building 1
Fuyuan Zhidi Square
38 Yuanshen Road
Pudong New Area, Shanghai
the PRC

*Principal place of business in Hong Kong:*
Unit 1608, New World Tower 1
16–18 Queen's Road Central
Hong Kong

*Notes:*

(i) The ordinary resolution numbered 7(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 7(A) and 7(B) are passed by the shareholders of the Company.

(ii) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

(iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than

48 hours before the time appointed for the holding of the above meeting 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.

(v) For ascertaining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from June 23, 2026 to June 26, 2026, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on June 22, 2026.

(vi) In respect of the ordinary resolution numbered 2 to 4 above, Mr. Zhu Yiwen, Ms. Cheng Huanhuan and Ms. Jiang Hui shall retire and, being eligible, offer themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the accompanied circular dated May 28, 2026.

(vii) In respect of the ordinary resolution numbered 7(A) above, the Directors hereby state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate in accordance with the Listing Rules.

(viii) In respect of the ordinary resolution numbered 7(B) above, the Directors hereby state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders as a whole. The Explanatory Statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated May 28, 2026.

*As of the date of this notice, the Board comprises Mr. Zhu Yiwen (Chairman), Mr. Ren Ai, Ms. Cheng Huanhuan, Mr. Zhang Wenshan and Ms. Jiang Hui as executive Directors, and Mr. Ye Changqing, Mr. Zhao Chun and Mr. Zhang Guozhong as independent non-executive Directors.*