THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 **Distinct Healthcare Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

卓正医疗
Distinct HealthCare

Distinct Healthcare Holdings Limited
卓正医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2677)

(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM of **Distinct Healthcare Holdings Limited** to be held on Wednesday, June 24, 2026, at 3:00 p.m. at Executive meeting room, 4/F, Tower A, Wanrong Building, No. 1029 Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, China and at any adjourned meeting thereof, is set out on pages 28 to 32 of this circular. The form of proxy for use at the AGM is enclosed with this circular. The form of proxy is also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.distinctclinic.com**) respectively.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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 AGM (i.e. not later than 3:00 p.m. on Monday, June 22, 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

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

June 1, 2026

CONTENTS

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

"**AGM**" or "**Annual General Meeting**"	the annual general meeting of the Company to be held on Wednesday, June 24, 2026, at 3:00 p.m. at Executive meeting room, 4/F, Tower A, Wanrong Building, No. 1029 Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, China to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 32 of this circular, or adjournment(s) or postponement(s) thereof
"**Memorandum and Articles of Association**"	the ninth amended and restated memorandum and articles of association of the Company adopted on February 6, 2026
"**Board**" or "**Board of Directors**"	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
"**China**" or the "**PRC**"	the People's Republic of China, for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, except where the context requires otherwise
"**Company**", "**we**", "**us**", or "**our**"	Distinct Healthcare Holdings Limited (卓正医疗控股有限公司), a company incorporated in the Cayman Islands with limited liability on February 13, 2014, the Shares of which are listed on the Main Board of the Stock Exchange
"**Director(s)**"	the director(s) of the Company
"**Group**"	the Company, its subsidiaries and its consolidated affiliated entities from time to time
"**HK$**"	Hong Kong dollars, the lawful currency of Hong Kong
"**Hong Kong**"	the Hong Kong Special Administrative Region of the PRC

"Issuance Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with additional Shares and/or to sell or transfer treasury Shares (if any) of not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Share Repurchase Mandate
"**Latest Practicable Date**"	May 26, 2026, being the latest practicable date for ascertaining certain information for inclusion in this circular before the publication of this circular
"**Listing Date**"	February 6, 2026, being the date on which the Shares are first listed and from which dealings thereof are permitted to commence on the Main Board of the Stock Exchange
"**Listing Rules**"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"**New Memorandum and Articles of Association**"	the proposed memorandum and articles of association of the Company, subject to the consideration and approval of the Shareholders by way of a special resolution at the AGM, which will become effective upon approval by the Shareholders at the AGM
"**RMB**"	Renminbi, the lawful currency of the PRC
"**Share(s)**"	ordinary share(s) in the share capital of our Company with a par value of USD0.001 each
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares (excluding any treasury Shares, if any) as of the date of passing of the relevant resolution granting such mandate
"**Shareholder(s)**"	holder(s) of the Share(s)

"**SFO**"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"**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 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

Distinct Healthcare Holdings Limited
卓正医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2677)

Executive Directors:
Mr. WANG Zhiyuan (王志遠) *(Chairman of the Board and Chief Executive Officer)*
Mr. SHI Yi (施翼)

Non-executive Directors:
Mr. CAO Shaoshan (曹少山)
Mr. ZHANG Xiangdong (張向東)
Mr. WEI Guoxing (魏國興)
Ms. CHEN Xiaohong (陳小紅)
Mr. HAO Rui (郝瑞)

Independent Non-executive Directors:
Ms. CHEN Rui (陳銳)
Mr. WANG Yonggang (王詠剛)
Mr. WANG Gaofei (王高飛)
Dr. GAO Pingyang (高平陽)

Registered Office:
Floor 4, Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

Head Office and Principal Place of Business in China:
Floor 4, Tower A
Wanrong Building
Gongye 4th Rd
Nanshan District, Shenzhen
PRC

Principal Place of Business in Hong Kong:
Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

June 1, 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of the AGM and the information reasonably necessary in respect of resolutions to be proposed at the AGM.

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 16.18 of the Memorandum and Articles of Association, the number of Directors retiring by rotation at each annual general meeting shall not be less than one-third of the Directors for the time being, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 of the Memorandum and Articles of Association shall not be taken into account in determining which Directors or the number of Directors who are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

Pursuant to Article 16.2 of the Memorandum and Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed by the Board shall hold office until the first general meeting after his appointment and shall then be eligible for re-election.

Accordingly, the following Directors, namely, Mr. WANG Zhiyuan, Mr. ZHANG Xiangdong, Ms. CHEN Xiaohong and Mr. HAO Rui shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biography details of the Directors to be re-elected at the Annual General Meeting that are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire at the Annual General Meeting.

The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint PricewaterhouseCoopers as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorize the Board to fix their remuneration for the year ending December 31, 2026. The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company (the "**Audit Committee**") which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting. As PricewaterhouseCoopers 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 December 31, 2026 could be performed more efficiently by PricewaterhouseCoopers, which is in the best interests of the Company and the Shareholders as a whole. It is currently estimated that the remuneration for the auditor's audit services of year 2026 will range from RMB3 million to RMB3.5 million, the estimate has taken into account, amongst others, the historic fees of the auditor, the expected audit scope and resources required to be committed by the auditor given the Company's business, and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to a resolution passed by the Shareholders on December 23, 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 64,580,450 Shares. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding treasury Shares, if any) as at the date of passing of the relevant ordinary resolution (i.e. a total of 6,458,045 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

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

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on December 23, 2025, a general mandate was granted to the Directors to allot, issue and deal with Shares (including the power to sell or transfer treasury Shares, if any). Such mandate will lapse at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 64,580,450 Shares. In order to give the Company the flexibility to issue Shares and/or to sell or transfer treasury Shares (if any) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer treasury Shares (if any) of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury Shares, if any) as at the date of passing of the relevant ordinary resolution (i.e. a total of 12,916,090 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

6. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated May 14, 2026, the Board proposed to amend certain provisions of its Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association to (i) reflect and comply with the latest regulatory requirements, including the requirements under the Listing Rules regarding hybrid meetings and electronic voting; and (ii) make other consequential and housekeeping amendments that are consistent with such amendments, the applicable law and the Listing Rules (the "**Proposed Amendments**").

The proposed adoption of the New Memorandum and Articles of Association is subject to, and will be effective upon the approval of the Shareholders by way of a special resolution at the AGM.

The details of the principal Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid. The legal advisers to the Company as to the laws of Hong Kong and the laws of Cayman Islands have respectively confirmed that such Proposed Amendments comply with the requirements of the Listing Rules and the applicable laws of Cayman Islands. The Company also confirms that there is nothing unusual about such Proposed Amendments for a company incorporated in Cayman Islands and listed on the Stock Exchange.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 28 to 32 of this circular.

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 18, 2026 to Wednesday, June 24, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible as Shareholders to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 17, 2026. The record date for determining the Shareholders' eligibility to attend and vote at the Annual General Meeting is Wednesday, June 24, 2026.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.distinctclinic.com). To be valid, the form of proxy must be completed and signed 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 appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, June 22, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event the proxy form should be deemed to be revoked. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the Annual General Meeting.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Memorandum and Articles of Association, any resolution put to the vote of the 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

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

10. RECOMMENDATION

The Directors consider that the above proposed resolutions regarding re-election of retiring Directors, re-appointment of auditor, granting of the Share Repurchase Mandate and the Issuance Mandate, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

By order of the Board
Distinct Healthcare Holdings Limited
卓正医疗控股有限公司
WANG Zhiyuan
Chairman 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.

DIRECTORS STANDING FOR RE-ELECTION

(1) Mr. WANG Zhiyuan

Position, Experience and Relationship

Mr. WANG Zhiyuan (王志遠), aged 45, is our executive Director, founder, chairman of our Board and chief executive officer. He founded our Group as our chief executive officer in April 2012. He was appointed as our Director in February 2014, and was redesignated as an executive Director and further appointed as the chairman of our Board on April 22, 2024. He is responsible for making key corporate decisions and overall management of our Group.

Prior to founding our Group, Mr. Wang had extensive experience in the financial industry. From April 2004 to April 2011, he worked at and last served as a vice president of Citigroup Global Markets Asia Limited (花旗環球金融亞洲有限公司). From April 2011 to the first half of 2012, he worked at and last served as a vice president of JP Morgan Securities (Asia Pacific) Limited.

Mr. Wang obtained his bachelor's degree in information science with a minor in computer software from Peking University (北京大學) in Beijing in July 2001. He further obtained his master's degree in analysis, design and management of information systems from the London School of Economics and Political Science in England in November 2002.

Length of service and emoluments

Mr. Wang had entered into a service agreement with the Company on the Listing Date. The initial term of the service agreement shall commence from the Listing Date (subject always to re-election as and when required under the Memorandum and Articles of Association), until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than one month prior notice in writing.

Pursuant to the service agreement entered into with the Company, Mr. Wang shall not be entitled to receive any remuneration as executive Director.

Interest in Shares

As at the Latest Practicable Date, Mr. Wang was interested or deemed to be interested in 19,821,532 Shares, representing approximately 30.69% of the issued share capital of the Company pursuant to Part XV of the SFO.

(2) Mr. ZHANG Xiangdong

Position, Experience and Relationship

Mr. ZHANG Xiangdong (張向東), aged 48, is our non-executive Director. He joined our Group as our Director in February 2014, and was redesignated as a non-executive Director on April 22, 2024. He is responsible for providing professional opinion to our Board.

Mr. Zhang has more than 21 years of experience in management. In June 2003, he co-founded Sungy Mobile Ltd (廣州市久邦數碼科技有限公司), a company previously listed on the Nasdaq Stock Market (stock symbol: GOMO) and principally engaged in the provision of mobile internet products and services. He served as president and director until October 2014. From September 2014 to May 2023, he served as the chief executive officer of Qibai (Beijing) Technology Development Co., Ltd. (柒佰(北京)科技發展有限公司), a company principally engaged in the design and sale of bicycles. Since April 2014, he has served as an independent non-executive director of Linekong Interactive Group Co., Ltd. (藍港互動集團有限公司), a company listed on the GEM of the Stock Exchange (stock code: 8267) and principally engaged in the development and publishing of internet content.

Mr. Zhang obtained his bachelor's degree in information management from Peking University (北京大學) in Beijing in July 1999.

Length of service and emoluments

Mr. Zhang had entered into a service agreement with the Company on the Listing Date. The initial term of the service agreement shall commence from the Listing Date and continue for a period of three years thereafter (subject always to re-election as and when required under the Memorandum and Articles of Association), until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than one month prior notice in writing.

Pursuant to the service agreement entered into with the Company, Mr. Zhang shall not be entitled to receive any remuneration as non-executive Director.

Interest in Shares

As at the Latest Practicable Date, Mr. Zhang was interested or deemed to be interested in 13,150,000 Shares, representing approximately 20.36% of the issued share capital of the Company pursuant to Part XV of the SFO.

(3) Ms. CHEN Xiaohong

Position, Experience and Relationship

Ms. CHEN Xiaohong (陳小紅), aged 56, is our non-executive Director. She joined our Group as our Director in September 2019, and was redesignated as a non-executive Director on April 22, 2024. She is responsible for providing professional opinion to our Board.

Ms. Chen has extensive experience in investment. Since March 2014, she has served as the founding and managing partner of H Capital, a company principally engaged in financial advice and investment management. Since August 2020, she has served as an independent director and then an independent non-executive director of KE Holdings Inc. (貝殼控股有限公司), a company listed on the Stock Exchange (stock code: 2423) and principally engaged in an integrated online and offline platform for housing transactions and services.

Ms. Chen obtained her bachelor's degree in history from Peking University (北京大學) in Beijing in July 1992. She further obtained her master's degree in library service from Rutgers, The State University of New Jersey in New Jersey in May 1994.

Length of service and emoluments

Ms. Chen had entered into a service agreement with the Company on the Listing Date. The initial term of the service agreement shall commence from the Listing Date and continue for a period of three years thereafter (subject always to re-election as and when required under the Memorandum and Articles of Association, until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than one month prior notice in writing.

Pursuant to the service agreement entered into with the Company, Ms. Chen shall not be entitled to receive any remuneration as non-executive Director.

Interest in Shares

As at the Latest Practicable Date, Ms. Chen was interested or deemed to be interested in 8,881,900 Shares, representing approximately 13.75% of the issued share capital of the Company pursuant to Part XV of the SFO.

(4) Mr. HAO Rui

Position, Experience and Relationship

Mr. HAO Rui (郝瑞), aged 43, is our non-executive Director. He joined our Group as our Director in August 2021, and was redesignated as a non-executive Director on April 22, 2024. He is responsible for providing professional opinion to our Board.

Mr. Hao has more than 16 years of experience in investment. From September 2008 to November 2011, he worked as a strategy consultant at Accenture (China) Co., Ltd. Beijing Branch (埃森哲(中國)有限公司北京分公司), a consulting firm. Before April 2013, he worked as an associate at Jefferies Hong Kong Limited (富瑞金融集團香港有限公司), a company principally engaged in investment banking. From March 2018 to July 2019, he served as a director of Cheetah Mobile Inc. (北京獵豹移動科技股份有限公司), a mobile internet company listed on the New York Stock Exchange (stock symbol: CMCM). From May 2018 to February 2023, he served as a director of Better Life Commercial Chain Share Co., Ltd (步步高商業連鎖股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002251) and principally engaged in the provision of commodity retail services. From December 2018 to October 2020, he served as a director of MINISO Group Holding Limited (名創優品集團控股有限公司), a company listed on the Stock Exchange (stock code: 9896) and the New York Stock Exchange (stock symbol: MNSO) and principally engaged in the global retail of lifestyle products. From March 2022 to November 2023 prior to its listing, he has also served as a director of XtalPi Holdings Limited (晶泰控股有限公司) (formerly known as QuantumPharm Inc.) (stock code: 2228). Since April 2013, he has joined Tencent. He is currently the managing director of Tencent Investment, the investment department of Tencent Holdings Limited.

Mr. Hao obtained his master's degree in engineering from the Beijing University of Posts and Telecommunications (北京郵電大學) in Beijing in April 2008.

Length of service and emoluments

Mr. Hao had entered into a service agreement with the Company on the Listing Date. The initial term of the service agreement shall commence from the Listing Date and continue for a period of three years thereafter (subject always to re-election as and when required under the Memorandum and Articles of Association, until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than one month prior notice in writing.

Pursuant to the service agreement entered into with the Company, Mr. Hao shall not be entitled to receive any remuneration as non-executive Director.

Interest in Shares

As at the Latest Practicable Date, Mr. Hao does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the following retiring Directors held (i) any position with the Company or other members of the Group, (ii) any directorship in any public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) any major appointments and professional qualifications. Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors had any relationship with any Director, senior management or substantial shareholder or controlling shareholders of the Company.

Save for the information disclosed above, there is no information 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 the following retiring Directors that need to be brought to the attention of the Shareholders.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 64,580,450 Shares (excluding any treasury Shares).

Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 64,580,450 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 6,458,045 Shares (excluding any treasury Shares) which represent 10% of the total number of Shares in issue as of the date of the Annual General Meeting during the period ending on 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 to be held pursuant to the applicable laws or the Memorandum and 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.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchase 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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any shares it repurchased and/or hold such shares as treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds from the Company's internal resources, which shall be funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from February 6, 2026 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

2026	**Highest**	**Lowest**
	HK$	*HK$*
February *(from the Listing Date)*	90.85	52.80
March	67.50	33.12
April	40.00	28.02
May *(up to and including the Latest Practicable Date)*	33.00	22.18

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

In addition, the Directors confirm that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors, Mr. WANG Zhiyuan was deemed to be interested in 19,821,532 Shares in aggregate, representing approximately 30.69% of the existing number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares under the Share Repurchase Mandate and assuming there will be no other change in the issued share capital of the Company, Mr. Wang's shareholding interests in the Company would be increased to approximately 34.10% of the number of issued Shares. 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.

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

The Directors have no present intention to exercise the Share 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 Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares on the Stock Exchange from the Listing Date to the Latest Practicable Date.

9. INTENTION STATEMENT REGARDING REPURCHASED SHARES

The Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Should the Company decide to hold repurchased Shares as treasury Shares, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from the CCASS and register the treasury Shares in the Company's name.

The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in its own name as treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should 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 pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Details of the proposed amendments to the Memorandum and Articles of Association are set out below (text to be deleted is indicated by strikethrough, text to be added is indicated by underline). Amendments to certain provisions in either the Chinese or English version of the Memorandum and Articles of Association shall not apply to the other version, as the case may be. The Memorandum and Articles of Association are written in English. In case of any inconsistency between the English and Chinese version, the English version shall prevail.

Article No.	Provisions in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
Cover Page	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES ~~NINTH~~ <u>TENTH</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Distinct Healthcare Holdings Limited 卓正医疗控股有限公司 (~~conditionally~~ adopted by special resolution passed on June 24, 2026 ~~23 December 2025 and effective on the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited~~)
Cover Page	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES ~~NINTH~~ <u>TENTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF Distinct Healthcare Holdings Limited 卓正医疗控股有限公司 (~~conditionally~~ adopted by special resolution passed on June 24, 2026 ~~23 December 2025 and effective on the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited~~)
Cover Page	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES ~~NINTH~~ <u>TENTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Distinct Healthcare Holdings Limited 卓正医疗控股有限公司 (~~conditionally~~ adopted by special resolution passed on June 24, 2026 ~~23 December 2025 and effective on the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited~~)

Article 2 (Definitions)

The following new definitions are inserted in alphabetical order in Article 2:

"Company" shall mean Distinct Healthcare Holdings Limited 卓正医疗控股有限公司.

"Hybrid Meeting" shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) by means of Communication Facilities.

"Meeting Location(s)" shall have the meaning given to it in Article 12.4.

"Physical Meeting" shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and/or where applicable, one or more Meeting Locations.

"Principal Meeting Location" shall have the meaning given to it in Article 12.4.

The definition of "Present" is amended to read as follows:

"Present" shall mean, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting or Hybrid Meeting, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly.

Article 12.1

Article 12.1 is amended to read as follows: The Company must hold a general meeting as its annual general meeting in each financial year. Such meeting must be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of the Company's financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting) as the Board shall appoint.

Article 12.3

Article 12.3 is amended to read as follows: The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding Treasury Shares) which carries the right of voting at general meetings of the Company. General meetings may also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding Treasury Shares) which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Article 12.4

Article 12.4 is amended to read as follows: An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (i) the time, ~~place (except in the case of a Virtual Meeting), and agenda of the meeting,~~date and agenda of the meeting, (ii) save for a Virtual Meeting, the place of the meeting, and if there is more than one Meeting Location as determined by the Board pursuant to this Article 12.4, the principal place of the meeting (the "**Principal Meeting Location**"), and (iii) if the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the notice shall include a statement to that effect and with details of the Communication Facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (iv) particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company. If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. In addition, the Directors may determine that any general meeting may be held as a Virtual Meeting and this shall be specified in the notice of meeting. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting or Hybrid Meeting) must set forth the Communication~~s~~ Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities. The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific means in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Location, whether by simultaneous attendance and participation by means of Communication Facilities and/or at such location or locations (the "**Meeting Location(s)"**) or otherwise as determined by the Board at its absolute discretion. Any member's participation (whether in person, or by proxy, or in case of member not being a natural person, by its duly authorised representative) in such way in such a meeting shall constitute Presence at such a meeting and shall be counted in the quorum of the meeting and entitled to vote at the meeting, and such a meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members, their proxies or duly authorised representatives are able to participate in the business for which the meeting has been convened.

Article 13.1A

Article 13.1A is inserted as a new article, which reads as follows: All general meetings shall be subject to the following, and where appropriate, all references to a "member" or "members" in this paragraph shall include a proxy or proxies respectively: (i) where a member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Location; and (ii) members Present in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities are able to participate in the business for which the meeting has been convened.

Article 13.4

Article 13.4 is amended to add the following: The Chairman may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting) and/or from one form to another (a Physical Meeting, a Hybrid Meeting or a Virtual Meeting) as the meeting shall determine. In the case of a Virtual Meeting or a Hybrid Meeting, when a failure or impairment in the Communication Facilities has occurred, the Chairman is entitled at any point, but is not obliged, to adjourn the ~~Virtual Meeting~~meeting without having such adjournment approved by any procedural motion or other consent of those Present at the ~~Virtual Meeting~~meeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the ~~place, the day and the hour~~details as provided in Article 12.4 of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting or Hybrid Meeting, provided that, in the reasonable opinion of the Chairman of the general meeting, at least the persons constituting a quorum as provided for in these Articles ~~was~~were capable of hearing and being heard by each other. In the event that the Chairman of the general meeting becomes aware of such failure or impairment at the commencement of the ~~Virtual Meeting~~meeting or during the ~~Virtual Meeting~~meeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the Chairman may (but subject to the proviso regarding quorum in this Article) continue with the ~~Virtual Meeting~~meeting, even if such failure or impairment has not been rectified.

Article 13.5	Article 13.5 is amended to read as follows: At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time.
Article 13.6	Article 13.6 is amended to read as follows: ~~A~~Subject to the Listing Rules, a poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting or otherwise) and at such time and place (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
Article 14.1	Article 14.1 is amended to read as follows: Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member (except the holder of Treasury Share(s)) Present at a general meeting shall have one vote, and on a poll every member Present shall have one vote for each share registered in his name in the register. On a poll a member (except the holder of Treasury Share(s)) entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. Votes may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.
Article 14.10	Article 14.10 is amended to read as follows: The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified ~~in~~by way of a notice to or in any document accompanying the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) or if the Company has provided an electronic address in accordance with Article 14.11, shall be received at the electronic address specified not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article 14.11

Article 14.11 is amended to read as follows: Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.

The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

Article 20.2

Article 20.2 is amended to read as follows: A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Board may from time to time determine.

Article 22.2

Article 22.2 is amended to read as follows: The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far~~,~~ as may be applicable, be deemed to include any such duplicate seal as aforesaid.

Article 24.7	Article 24.7 is amended to read as follows (in extracts): Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve: EITHER (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply: (i) the basis of any such allotment shall be determined by the Board; (ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and (where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective; ~~(i)~~ (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; ~~(ii)~~ (iv) the dividend (or that part of the dividend […]
Article 25.1(b)	Article 25.1(b) is amended to read as follows: the Company has not during that time or before the expiry of the three-month period referred to in Article 25.1(d) below received any indication of the whereabouts or existence of the member or person entitled to such shares by death, bankruptcy or operation of law;
Article 26	Article 26 is amended to read as follows: The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company ("**Registrable Documents**") which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address (including any electronic address, if applicable) at any time after the expiration of two years from the date of recording thereof and […]
Article 28.3	Article 28.3 is amended to read as follows: The Board shall from time to time determine whether, to what extent, at what times and places and means and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
Article 28.5	Article 28.5 is amended to read as follows: Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner (including by sending any form of electronic communication) in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Article 28.6	Article 28.6 is amended to read as follows: To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the Listing Rules and other rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
Article 30.1	Article 30.1 is amended to read as follows: Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic contact details or website supplied by the member to the Company or by placing it on the Company's Website and/or having it published on the Exchange's website in accordance with the Listing Rules, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
Article 30.10	Article 30.10 is amended to read as follows: A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or by electronic means to such contact details supplied by such person or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Distinct Healthcare Holdings Limited
卓正医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2677)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Distinct Healthcare Holdings Limited (the "**Company**") will be held at Executive meeting room, 4/F, Tower A, Wanrong Building, No. 1029 Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, China on Wednesday, June 24, 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company ("**Director(s)**") and auditor of the Company for the year ended December 31, 2025.

2. (a) To re-elect Mr. WANG Zhiyuan as an executive Director.

   (b) To re-elect Mr. ZHANG Xiangdong as a non-executive Director.

   (c) To re-elect Ms. CHEN Xiaohong as a non-executive Director.

   (d) To re-elect Mr. HAO Rui as a non-executive Director.

3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

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

   "**THAT**:

   (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and 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 treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

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

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

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

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

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer treasury Shares (if any) and to make or grant offers, agreements, options and awards which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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

(ii) any issue of shares under a share scheme of the Company; and

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

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and 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 recognized regulatory body or any stock exchange)."

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

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

7. To authorize the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors.

SPECIAL RESOLUTION

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

"**THAT**, the proposed amendments to the existing memorandum and articles of association of the Company are as set out in the circular of the Company dated June 1, 2026 (the "**Proposed Amendments**") be and are hereby approved, and the tenth amended and restated memorandum and articles of association of the Company (the "**Tenth Amended and Restated Memorandum and Articles of Association**"), which contains all the Proposed Amendments and a copy of which has been produced to the AGM marked "A" and for identification purpose signed by the Chairman of the AGM, be and is hereby approved and adopted in substitution for and to the exclusion of the existing ninth amended and restated memorandum and articles of association of the Company with immediate effect after the passing of this resolution, and that any one or more of the Directors of the Company be and is hereby authorized to do all things necessary to implement the Proposed Amendments and the adoption of the Tenth Amended and Restated Memorandum and Articles of Association, and that the registered office provider of the Company be and is hereby authorized to arrange for the requisite filings with the Registrar of Companies in the Cayman Islands."

By order of the Board
Distinct Healthcare Holdings Limited
卓正医疗控股有限公司
WANG Zhiyuan
Chairman and Executive Director

Hong Kong, June 1, 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Company at www.distinctclinic.com and the Stock Exchange at www.hkexnews.hk after the AGM.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares of the Company) to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In the case of joint holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 18, 2026 to Wednesday, June 24, 2026, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 17, 2026. The record date for determining the Shareholders' eligibility to attend and vote at the Annual General Meeting is Wednesday, June 24, 2026.

5. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Monday, June 22, 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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

As of the date of this circular, the Board comprises Mr. WANG Zhiyuan and Mr. SHI Yi as executive Directors, Mr. CAO Shaoshan, Mr. ZHANG Xiangdong, Mr. WEI Guoxing, Ms. CHEN Xiaohong and Mr. HAO Rui as non-executive Directors, and Ms. CHEN Rui, Mr. WANG Yonggang, Mr. WANG Gaofei and Dr. GAO Pingyang as independent non-executive Directors.