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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 notice, 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.