THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Rici Healthcare Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

RICI HEALTHCARE HOLDINGS LIMITED

瑞慈醫療服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1526)

PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Rici Healthcare Holdings Limited to be held at 17/F, Qiantan International Plaza, No. 90 Qirong Road, Pudong New District, Shanghai, PRC on October 12, 2026 at 2:00 p.m. or any adjournment thereof is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and the Company. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the EGM (i.e. by 2:00 p.m. on October 10, 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

September 21, 2026

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular will prevail.

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

"Articles of Association"	the articles of association of the Company as amended from time to time
"Audit Committee"	the audit committee of the Board
"BDO"	BDO Limited
"Board"	the board of Directors
"Company"	Rici Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at 17/F, Qiantan International Plaza, No. 90 Qirong Road, Pudong New District, Shanghai, PRC at 2:00 p.m. on October 12, 2026 or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
"FY2026"	the year ending 31 December 2026
"Group"	the Company and its subsidiaries
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	September 14, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC" or "China"	the People's Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan, China
"Proposed Appointment"	the proposed appointment of Rongcheng as the new auditor of the Company, subject to the approval of the Shareholders at the EGM
"Proposed Change of Auditor"	collectively, the Resignation and the Proposed Appointment
"Resignation"	the resignation of BDO as the auditor of the Company, subject to the approval of the Shareholders at the EGM
"Rongcheng"	Rongcheng (Hong Kong) CPA Limited (formerly known as CL Partners CPA Limited), the new auditor of the Company proposed to be appointed at the EGM
"Share(s)"	ordinary share(s) of nominal value of US$0.0001 each in the share capital of the Company
"Shareholder(s)" or "Members"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

In this circular, the terms "close associate(s)", "core connected person(s)", "controlling shareholder(s)", "subsidiary(ies)" and "substantial shareholder(s)" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

RICI HEALTHCARE HOLDINGS LIMITED
瑞慈醫療服務控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1526)

Executive Directors:
Dr. Fang Yixin
(Chairman and Chief Executive Officer)
Dr. Mei Hong
Mr. Fang Haoze
Ms. Lin Xiaoying

Independent Non-executive Directors:
Ms. Wong Sze Wing
Mr. Jiang Peixing
Mr. Tian Wenguo

Registered office:
4th Floor, Harbour Place
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P.O. Box 10240
Grand Cayman KY1-1002 Cayman Islands

Principal place of business in Hong Kong:
Room 504, 5/F,
Cheong Tai Commercial Building,
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Sheung Wan, Hong Kong

September 21, 2026

To the Shareholders

Dear Sir or Madam

PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

References are made to (i) the announcement of the Company dated July 27, 2026; and (ii) the supplemental announcement of the Company dated August 28, 2026 in relation to the Proposed Change of Auditor.

The purpose of this circular is to provide you with the notice of EGM and to provide you with information regarding the resolutions to be put forward at the EGM. Resolutions to be put forward at the EGM are the Proposed Change of Auditor.

2. PROPOSED CHANGE OF AUDITOR

BDO, the then existing auditor of the Company, has resigned as the auditor of the Company on July 27, 2026 upon passing relevant resolution at the EGM. With the recommendation of the Audit Committee, subject to the Resignation becoming effective by way of passing an ordinary resolution at the EGM, the Board resolved to appoint Rongcheng as the new auditor of the Company to fill the casual vacancy following the resignation of BDO and hold office until the conclusion of the next annual general meeting of the Company. The Proposed Appointment is subject to, among other things, the passing of the relevant resolution at the EGM.

At the last annual general meeting of the Company held on June 17, 2026, BDO was re-appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

However, the Company could not reach a consensus with BDO in respect of the audit fee of the Company for FY2026. The Audit Committee has reviewed the audit fee proposals provided by BDO and other professional accounting firms including Rongcheng and considered that the audit fee proposals provided by Rongcheng was more competitive in comparison with BDO's in terms of resource allocation and fees. For details, please refer to the sections headed "The Detailed Chronology of Events Leading to the Proposed Change of Auditor", " The Audit Fee Proposal and the Reasons for the Different Fees" and "Assessment of the New Auditor" below. After considering the facts and circumstances, the Audit Committee made a recommendation to the Board to seek the approval of the Shareholders regarding the Proposed Change of Auditor. The Board is of the view that the Proposed Change of Auditor would enable the Company to carry out effective cost control and reduce operating expenses of the Company to better cope with the future business development of the Group and is in the best interest of the Company and its Shareholders as a whole, and therefore proposes to seek the approval of the Shareholders regarding the Proposed Change of Auditor. The Proposed Change of Auditor is subject to the passing of an ordinary resolution at the EGM pursuant to the Articles of Association.

3. THE DETAILED CHRONOLOGY OF EVENTS LEADING TO THE PROPOSED CHANGE OF AUDITOR

The chronology of key events leading to the Proposed Change of Auditor is as follows:

Date	**Events**
May 18, 2026	The Company invited professional accounting firms with requisite listed-company audit experience, including BDO and Rongcheng, to provide interim review and audit fee proposals for FY2026.
May 27, 2026	The Company received an indicative fee quotation from Rongcheng.

Date	**Events**
May 28, 2026	The Company received an indicative fee quotation from BDO.
May 29, 2026	The Company received indicative fee quotations from two other professional accounting firms.
June 10, 2026	The Company received written fee quotation dated June 9, 2026 from BDO.
June 17, 2026	The Company held the Annual General Meeting at which BDO was re-appointed as the Company's auditor.
July 8, 2026	The Company received updated fee quotation from Rongcheng.
July 22, 2026	As part of its annual governance and cost-control review, the Board reassessed the level of professional fees of the Group, including audit fees, having regard to the Group's current operational scale, risk profile, cost-control strategy and prevailing market practices. Upon the completion of the reassessment, the Board formed the view that, the BDO's proposed interim review and audit fee was relatively higher compared to the other proposals received, having considered the Group's current operational scale and audit scope.
July 23, 2026	The Company's representative notified BDO of the Board's intention to propose the change of the auditors, subject to Shareholders' approval.
July 27, 2026	The Company received written resignation letter from BDO to resign as auditor of the company. Subsequently, an Audit Committee meeting and a Board meeting were held to resolve that the Board would propose a change in the appointment of the Company's auditor to the shareholders of the Company at an incoming Extraordinary General Meeting of the Company.
July 27, 2026	Following receipt of the indicative quotations, Rongcheng was invited to attend a meeting with the Audit Committee, at which it presented and discussed its proposed audit approach, audit plan and fee structure.
July 29, 2026	BDO issued a reply to the professional clearance letter from Rongcheng.

The Board (including the Audit Committee) confirmed that, as at the date of this circular, BDO has not commenced any review or audit work for FY2026, and that save as disclosed above, there are no disagreements between the Company and BDO in relation to the Proposed Change of Auditor and there are no outstanding audit issues that need to be brought to the attention of the Shareholders.

4. THE AUDIT FEE PROPOSAL AND THE REASONS FOR THE DIFFERENT FEES

BDO's proposed interim review and audit fee is RMB1,400,000 (inclusive of disbursement) and that proposed by Rongcheng is RMB1,340,000 (inclusive of disbursement) for FY2026.

The Audit Committee noted that, BDO did not provide a detailed breakdown of its proposed audit fee by reference to members of audit teams and supporting team, fee breakdown and budgeted hours by grade. In contrast, Rongcheng provided a more transparent resourcing plan and fee basis as detailed in below:

1. **Members of audit team comprising:**
   - One Partner with over 30 years of audit experience;
   - One key audit partner with over 19 years of audit experience;
   - One director with over 14 years of audit experience;
   - One senior manager with over 10 years of audit experience;
   - One manager with 10 years of audit experience; and
   - Six senior and staff associates.

2. **Supporting teams comprising:** IT team

3. **Fee breakdown:** The proposed interim review and audit fee proposed by Rongcheng of RMB1,340,000 (inclusive of disbursement) in performing audit for FY2026.

4. **Budgeted hours by grade:** The total estimated audit hours by Rongcheng are approximately 3,240, comprising over 600 hours for the engagement partners and managers, along with over 160 hours for the IT team.

With reference to the quotations obtained from two other reputable CPA firms, the Audit Committee concluded that the reduced fee proposed by Rongcheng is not unreasonable. The Audit Committee further determined that this fee disparity, in itself, should not compromise audit quality. The Audit Committee further noted that this reduction is primarily attributable to operational efficiencies and strategic resource deployment of the Company rather than any reduction in audit scope or quality.

The reduction in the proposed audit fee for FY2026 compared to that of FY2025 is primarily attributable to two factors, namely, (i) a decrease in audit workload resulting from the reduction of the Company's general hospital business, and (ii) significant improvement of the efficiency of the Company's management system and the effectiveness of the Company's internal control system. In this regard, the Group has been continuously improving its operational and information systems in the following areas, which consequently the associated audit workload:

- **Management processes.** The Group has streamlined its management structure by centralizing functions previously handled separately by subsidiaries. Key initiatives include the establishment of a financial shared service centre. As a result of the above centralization efforts, certain clients and contracts within the Medical Examination segment, which were previously managed separately by various subsidiaries, are now consolidated at the Group headquarters, significantly reducing business complexity.

- **Information system.** The Group has upgraded its information technology infrastructure, including but not limited to Office Automation (OA) system, Customer Relationship Management (CRM) system, Enterprise Resource Planning (ERP) system, Cross-banking Cash Management (CBS) system and Artificial Intelligence assisted contract review systems. These enhancements have greatly enhanced management efficiency.

In addition, the reduced fee proposed by Rongcheng is supported by the following commitments to quality and efficiency:

- **Experienced and competent team composition.** The proposed audit team for FY2026 comprises a well-structured of experienced professionals, including an engagement partner, an engagement quality reviewer (EQR), a key audit partner, an audit director, a senior manager, a manager, and a dedicated audit team, ensuring that the engagement benefits from appropriate depth of expertise and adequate resource allocation tailored to specific needs for the engagement.

- **Efficient and strategic resource management.** Rongcheng has confirmed that cost efficiencies will be achieved through the strategic deployment of senior personnel in audit planning, supervision and review, with due consideration given to the nature, scope of the Group's operations. This approach ensures robust oversight, enhances the reliability of audit procedure, enables effective resolution of accounting issues, and mitigates potential risks, all while eliminating unnecessary duplication of work.

- **Proactive communication.** Rongcheng has undertaken to maintain regular communication with management and the Audit Committee throughout the audit process, providing timely updates on any issues identified to ensure transparency and avoid last-minute surprises. The Audit Committee considers this proactive framework to be consistent with governance best practices and an additional safeguard of audit quality.

The Audit Committee noted that BDO and Rongcheng have comparable presence in the market of handling listed companies in Hong Kong and Mainland China with small-to-medium capitalization and professional standing. The Audit Committee has reviewed the transparent and detailed breakdown provided by Rongcheng in respect of the proposed staff plan, audit hours, and audit procedures, and considered these to be sufficient to support audit for the Company. The Audit Committee confirmed that Rongcheng's proposed team comprises a sufficient number at appropriate level of seniority, including partners or managers, throughout the audit process. The Audit Committee also met with Rongcheng to discuss its audit plan and methodology, and confirmed that its audit approach and the significant key audit matters highlighted are substantially similar to those of BDO. The Audit Committee is therefore satisfied that no audit procedures have been omitted or curtailed as a result of the lower fee proposed by Rongcheng. In addition, the Audit Committee noted that it is not uncommon for professional firms to offer more competitive pricing in order to demonstrate their eagerness to establish a new client relationship.

In view of the above, the Audit Committee considered that the audit quality would not be compromised notwithstanding the lower audit fee.

Assessment of Fee Transparency and Resource Visibility

While BDO did not provide a detailed breakdown of its proposed audit fee by reference to audit teams composition, supporting team structure, or budgeted hours by grade, Rongcheng has demonstrated its commitment to transparent audit planning and resourcing.

Rationale for Recommending Rongcheng

Given that the Company and BDO were unable to reach a consensus on the proposed audit fee for FY2026, notwithstanding the relatively modest fee differential, the Audit Committee considered it reasonable in the best interests of the Company to recommend the appointment of Rongcheng over BDO. This recommendation was based on Rongcheng's demonstrated commitment to the transparency in audit planning and resourcing as well as its ability to maintain continuous and effective communication with the Company throughout the audit process, a factor the Committee regards as essential to quality and audit procedural integrity.

Comparative Assessment and Committee Conclusion

The Audit Committee has conducted a comparative assessment of the proposals received and determined that Rongcheng's proposed fee and staffing plan are more commensurate with the Group's expected audit budget, and provide greater clarity on the audit plan, timetable and manpower allocation, thereby offering the Company greater transparency and planning certainty. The Audit Committee is satisfied that it has discharged its duty to evaluate the proposals by (i) focusing on audit quality and sufficiency of resources, (ii) comparing, to the extent practicable, the differences and the basis of resourcing, and (iii) ensuring that the recommended fee level would not compromise audit quality. The Audit Committee considers it reasonable for the Company to favour the proposal that offers the opportunity to achieve greater cost effectiveness without any diminution in audit quality. Accordingly, the Audit Committee recommends to the Board the appointment of Rongcheng as the Company's new auditor, following BDO's indication of its intention to resign due to the parties' inability to reach a consensus on the audit fee.

5. ASSESSMENT OF THE NEW AUDITOR

The Audit Committee has considered the suitability of Rongcheng as the new auditor following section 2 of the "Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors" issued by the AFRC in December 2021, including:

- **Governance and leadership:** The Audit Committee reviewed the partners' profiles in Rongcheng's firm introduction and the information on its website, and is satisfied that the firm's governance structure and leadership demonstrate a firm-wide commitment to audit quality and the public interest. Rongcheng is an established firm with more than 15 years experience, governed by a group of partners possessing extensive audit experience and technical expertise. The audit team is structured with clearly defined roles, including a lead audit partner and a quality reviewer. The lead partner has over 30 years of experience auditing financial statements of Hong Kong listed companies across diverse sectors including pharmaceutical and medical devices, automotive, new energy, healthcare, technology, real estate, industrial and consumer goods. A dedicated quality control partner within Rongcheng will review the financial statements, ensuring accountability for audit quality and adherence to ethical requirements. The Audit Committee has reviewed Rongcheng's organizational structure and is satisfied that it establishes clear reporting lines, effective delegation of authority, and robust accountability mechanisms. The Audit Committee has also critically assessed Rongcheng's qualifications and internal resources, noting that many of its professional managers and staff previously worked at reputable international accounting firms and possess substantial experience in conducting annual audits for listed companies. Similar to other reputable accounting firms in the industry, Rongcheng's governance arrangements align with public interest, ensuring that the audit function prioritizes accuracy, transparency, and integrity. The Audit Committee concludes that these governance arrangements, supported by appropriate independence safeguards and adequate resources, enable Rongcheng to perform its audit function effectively and in the public interest.

- **Compliance with relevant ethical requirements:** Rongcheng has committed to providing quality service and complying with all requirements of HKSQM 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, and to conducting independence assessments in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certificate Public Accountants. Prior to its appointment as auditor, Rongcheng conducted internal conflict checks for all audit staff and performed independence assessments, including necessary company and background searches, to ensure no potential conflicts of interest or threats exist between the firm and the Company. Rongcheng has confirmed to the Audit Committee that there are no proposed non-audit services, financial relationships, business relationships, or personal relationships between the audit engagement team members and the Company that might impair independence. The Audit Committee has also conducted its own background checks on Rongcheng through online verification, inquiries, and a review of Rongcheng's audit plan and is satisfied that no relationships or circumstances exist that could impair their independence.

- **Industry and technical competence:** The audit engagement will be led by a partner with more than 30 years of experience in auditing Hong Kong listed companies across a wide range of industries. The financial statements will undergo a secondary review by a Rongcheng quality control partner with substantial experience in reviewing financial statements of listed companies. Team members at managerial level and above are qualified CPAs, while other team members bring extensive audit backgrounds. The Audit Committee has reviewed the backgrounds of the proposed audit team and is satisfied that the team possesses sufficient technical knowledge and experience to audit the Company in compliance with applicable accounting standards and the Listing Rules.

- **Engagement performance:** The Audit Committee has discussed and reviewed Rongcheng's proposed audit plan, including its risk assessment approach, materiality thresholds, planned audit procedures, methodology, timetable, and the allocation of budgeted audit hours by staff seniority. The Audit Committee confirmed that the audit plan is designed to comply with applicable auditing standards. Rongcheng has confirmed that the engagement team will, as a minimum, comprise an audit in-charge, a second partner as engagement quality reviewer, and several team members including an audit manager, senior, and junior staff. Through inquiry, the Audit Committee noted that the seniority of staff assigned will be comparable to that of BDO. The partners in charge have over 30 years of audit experience, particularly with listed companies in businesses similar to the Company's. The Audit Committee is satisfied that Rongcheng's proposed team structure comprises sufficient professionals with appropriate oversight, technical rigour, and execution capacity to perform a high-quality audit.

- **Communication and interaction with the Audit Committee:** The Audit Committee has met with Rongcheng prior to its engagement. In addition, Rongcheng will meet with the Audit Committee to report key audit issues prior to the finalization of the financial statements.

- **Monitoring process:** The Audit Committee is not aware of any behaviour or activities of Rongcheng which would threaten its integrity, objectivity and independence, or that would have a material adverse effect on the audit.

Having assessed the aforementioned factors relevant to audit quality, the Audit Committee is satisfied that the incoming auditor is independent, competent and capable.

6. THE AUDIT PLAN AND TIMETABLE BY RONGCHENG

This annual audit shall adopt a risk-based audit approach. Special risk assessments will be carried out for core areas of the Company, including revenue recognition and impairment of property, plant and equipment as well as right-of-use assets. Group consolidation audit procedures will also be implemented concurrently, with coordinated audit work performed for each component under the Group.

Rongcheng‘s proposed timetable to complete the audit for FY2026 is as follows:

Phase	Timeline	Key procedures and steps	Status
Planning	November 1, 2026 to December 15, 2026	• Finalise the audit plan and meeting between the lead partner and the management of the Company.	• Yet to commence
Audit field work	December 1, 2026 to December 31, 2026	• Perform walkthrough analysis, test of control and inventory count supervision.	• Yet to commence
	January 2, 2027 to February 28, 2027	• Perform confirmation, test of details and other audit procedures.	• Yet to commence
	January 2, 2027 to February 28, 2027	• Engage in meeting with management to discuss key audit areas and audit queries.	• Yet to commence

Phase	Timeline	Key procedures and steps	Status
Finalization	March 1, 2027 to March 25, 2027	• Report audit results, findings and audit opinions to the Audit Committee during the audit completion meeting.	• Yet to commence
Announcement and reporting	March 26, 2027 to March 30, 2027	• Sign off auditor's report.	• Yet to commence
	March 31, 2027	• Issue of annual results announcement.	• Yet to commence

The Audit Committee has reviewed the timetable above. The audit progress remains on the track as at the date of this circular.

7. IMPLICATIONS UNDER THE LISTING RULES AND THE ARTICLES OF ASSOCIATION

According to Article 46.2 of the Articles of Association, the removal of an auditor before the expiration of his term of office shall require the approval of an ordinary resolution of the Shareholders in general meeting.

Under Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the removal of the auditor to Shareholders with any written representations from the auditor, not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to Shareholders at the general meeting.

In compliance with the Articles of Association and the Listing Rules, the Proposed Change of Auditor will be proposed as ordinary resolutions at the EGM.

Accordingly, the Company will despatch a copy of this circular together with the notice of EGM to the Shareholders who request printed copies, and also despatch a copy of the same to BDO to invite them to attend the EGM and make written or verbal representations (if any) to the Shareholders at the EGM. In addition, the Company has requested BDO to provide their written representations for inclusion in this circular. However, up to and until the Latest Practicable Date, the Company has not received such written representation from BDO.

8. CLOSURE OF REGISTER OF MEMBERS

The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM is October 12, 2026. For the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from October 7, 2026 to October 12, 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on October 6, 2026.

9. NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages EGM-1 to EGM-2 of this circular is the notice of the EGM at which ordinary resolutions will be proposed to the Shareholders to consider and approve, the Proposed Change of Auditor.

10. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the EGM (i.e. by 2:00 p.m. on October 10, 2026 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM or any adjournment if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

11. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to 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.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. As at the Latest Practicable Date, to the extent the Directors are aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the EGM.

12. 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.

13. RECOMMENDATION

The Directors consider that the resolutions for the Proposed Change of Auditor to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Rici Healthcare Holdings Limited
Fang Yixin
Chairman and Chief Executive Officer

RICI HEALTHCARE HOLDINGS LIMITED
瑞慈醫療服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1526)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of Rici Healthcare Holdings Limited (the "**Company**") will be held at 17/F, Qiantan International Plaza, No. 90 Qirong Road, Pudong New District, Shanghai, PRC on October 12, 2026 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider the resignation of BDO Limited as the auditor of the Company pursuant to article 46.2 of the articles of association of the Company with immediate effect after the conclusion of the extraordinary general meeting of the Company (the "**EGM**") (the "**Resignation**"), and the board of directors of the Company (the "**Board**") and any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Resignation.

2. To consider, conditional upon the passing of the ordinary resolution numbered 1 above, (i) Rongcheng (Hong Kong) CPA Limited be and is hereby appointed as the auditor of the Company in place of BDO Limited immediately following the Resignation after the conclusion of the EGM, and to hold office until the conclusion of the forthcoming annual general meeting of the Company (the "**Appointment**"); (ii) the Board and any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment; and (iii) the Board be and is hereby authorised to fix the remuneration of Rongcheng (Hong Kong) CPA Limited.

By Order of the Board
Rici Healthcare Holdings Limited
Fang Yixin
Chairman and Chief Executive Officer

Shanghai, PRC, September 21, 2026

Notes:

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

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

(iii) In order to be valid, a form of proxy must be deposited the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

(iv) The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM is October 12, 2026. For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from October 7, 2026 to October 12, 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on October 6, 2026.

As of the date of this notice, the Board comprises four executive Directors, namely, Dr. Fang Yixin, Dr. Mei Hong, Mr. Fang Haoze and Ms. Lin Xiaoying; and three independent non-executive Directors, namely, Mr. Tian Wenguo, Mr. Jiang Peixing and Ms. Wong Sze Wing.