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If you have sold or transferred all your shares in Human Health Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Human Health Holdings Limited
盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

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

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 8 December 2026 at 11:30 a.m. is set out on pages 34 to 39 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you so wish and in such event the relevant form(s) of proxy shall be deemed revoked.

Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company’s general meetings. For the avoidance of doubt and for the purpose of the Listing Rules, Treasury Shares held under the name of CCASS shall abstain from voting at the Company’s general meetings.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 8 December 2026 at 11:30 a.m. or at any adjournment thereof, notice of which is set out on pages 34 to 39 of this circular
“Articles of Association”	the third amended and restated articles of association of the Company currently in effect, as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Human Health Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1419)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 October 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

DEFINITIONS

“Memorandum”	the amended and restated memorandum of association of the Company currently in effect, as may be amended from time to time
“New Articles of Association”	the fourth amended and restated articles of association of the Company set out in Appendix III (with changes marked-up against conformed version of the Articles of Association posted on the website of the Stock Exchange) to this circular proposed to be approved and adopted by the Shareholders for the Company’s adoption at the AGM
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder of the Share(s)
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with new Shares (including the resale and/or transfer of Treasury Shares) during the relevant period not exceeding 20% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution in relation thereto
“Share Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to repurchase issued and fully paid up Shares during the relevant period not exceeding 10% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution in relation thereto
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers

“Treasury Shares”

the Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of Cayman Islands and the Memorandum and Articles of Association as in effect from time to time, which, for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange, and has the meaning ascribed to it under the Listing Rules as amended, supplemented or otherwise modified from time to time

“%”

per cent

LETTER FROM THE BOARD



Human Health Holdings Limited 盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

Executive Directors:

Mr. Chan Kin Ping, SBS, JP

(Chairman & Chief Executive Officer)

Dr. Pang Lai Sheung

Mr. Poon Chun Pong

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Dr. Lui Sun Wing

Mr. Chan Yue Kwong Michael

Mr. Chan Hey Man

Principal place of business:

12th Floor

Enterprise Square Two

3 Sheung Yuet Road

Kowloon Bay, Kowloon

Hong Kong

29 October 2026

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, the resolutions to be proposed in the AGM in relation to, *inter alia*, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of Directors; (iv) the re-appointment of auditor; (v) the fourth amended and restated articles of association of the Company set out in Appendix III (with changes marked-up against conformed version of the Articles of Association posted on the website of the Stock Exchange) to this circular proposed to be approved and adopted by the Shareholders for the Company's adoption at the AGM; and (vi) the notice of AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Pursuant to the annual general meeting of the Company on 10 December 2025, a general mandate and an extended mandate were granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to the Directors to repurchase Shares. Such mandates will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate to allot, issue and deal with new Shares (including the resale and/or transfer of Treasury Shares) not exceeding 20% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the proposed ordinary resolution at the AGM;
- (ii) grant to the Directors the Share Repurchase Mandate to repurchase issued and fully paid up Shares not exceeding 10% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the proposed ordinary resolution at the AGM; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by adding to it an amount representing the number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate, provided that such extended amount shall not exceed 10% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution at the AGM.

Such general mandates will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.

On the basis of 379,552,233 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Share Issue Mandate and the Share Repurchase Mandate are passed at the AGM; and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 75,910,446 Shares under the Share Issue Mandate and repurchase a maximum of 37,955,223 Shares under the Share Repurchase Mandate. If the Company conducts a share consolidation or subdivision after the Share Issue Mandate and/or Share Repurchase Mandate are granted, the maximum number of Shares that may be (i) issued under the Share Issue Mandate and/or (ii) repurchased under the Share Repurchase Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate, nor to issue any new Shares pursuant to the Share Issue Mandate.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Company is required to provide you with the requisite information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of three executive Directors, namely Mr. Chan Kin Ping, SBS, JP, Dr. Pang Lai Sheung and Mr. Poon Chun Pong, and three independent non-executive Directors, namely Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Chan Hey Man.

Pursuant to Article 83(3) of the Articles of Association, the directors shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Articles 84(1) and 84(2) of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each annual general meeting, one third of the directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every director shall be subject to retirement at an AGM at least once every three years. A retiring director shall be eligible for re-election and shall continue to act as a director throughout the meeting at which he retires. The directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular directors or the number of directors who are to retire by rotation. Accordingly:

- (a) Mr. Chan Kin Ping, SBS, JP, who was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015, shall retire, and, being eligible, offer himself for re-election as an executive Director at the AGM; and
- (b) Mr. Chan Yue Kwong Michael, who was appointed as an independent non-executive Director on 27 January 2016, shall retire, and, being eligible, offer himself for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected are contained in Appendix II to this circular.

4. NOMINATION POLICY

The Company recognises and embraces the benefits of a Board with a balance of skills, experience and diversity of perspectives. Given the importance of the role of the Nomination Committee in ensuring the balance within the Board and to give greater focus and transparency in relation to the election of Directors, the Company has adopted a nomination policy.

LETTER FROM THE BOARD

The nomination policy sets out the selection process on the selection of individual nominated for directorship. The Nomination Committee may search extensively for candidate as director of the Company from the Group or the human resources market and should actively communicate with relevant departments and evaluate the Company's demand for new Board members taking into consideration of the structure, size and composition of the Board and from the perspective of board diversity and the Board skills matrix. The Nomination Committee shall gather information about the occupation, academic qualifications, position served, detailed work experience and all the concurrent posts of the candidate and seek the candidate's consent for nomination. After reviewing the qualifications of the candidate on the criteria for director of the Company, the Nomination Committee then makes recommendation to the Board regarding the candidate as director of the Company and submits the relevant information to the Board prior to the appointment of new director.

5. RECOMMENDATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has assessed the re-election of each of, Mr. Chan Kin Ping, SBS, JP and Mr. Chan Yue Kwong Michael based on the above nomination policy, and is of the view that:

- (a) the re-election of Mr. Chan Kin Ping, SBS, JP as an executive Director may contribute to the diversity of the Board, in particular he is the founder of the Group and by virtue of his extensive experience in management in medical industry, he would be able to contribute to the Group by managing the overall business development and formulating the business plans of the Group; and
- (b) Mr. Chan Yue Kwong Michael was appointed as an independent non-executive Director on 27 January 2016 and has served the Company for more than nine years. In assessing the re-election of Mr. Chan Yue Kwong Michael, the Nomination Committee and the Board have considered Mr. Chan Yue Kwong Michael's contribution and service to the Company, reviewed his expertise and professional qualifications to determine whether Mr. Chan Yue Kwong Michael satisfies the selection criteria under the above nomination policy, his independence and the overall structure, size and composition of the Board and from the perspective of board diversity and the Board skills matrix, in particular:
 - (i) the re-election of Mr. Chan Yue Kwong Michael as an independent non-executive Director will contribute to the diversity of the Board, in particular by virtue of his extensive working experience in planning and management and experience as independent non-executive directors of other listed companies on the Stock Exchange;
 - (ii) Mr. Chan Yue Kwong Michael does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies so his independent judgement would not be interfered;
 - (iii) Mr. Chan Yue Kwong Michael has confirmed his independence and meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines;
 - (iv) the contributions of Mr. Chan Yue Kwong Michael to the development of the Company's strategies and policies through his independent and constructive advices are substantial over the past years serving on the Board;

LETTER FROM THE BOARD

- (v) Mr. Chan Yue Kwong Michael devoted sufficient time and demonstrated the required attributes of an independent non-executive Director over the past years as an independent non-executive director; and
- (vi) with Mr. Chan Yue Kwong Michael's extensive experience in planning and management, the Group benefits from his skills and expertise as well as from his regular attendance, active participation and professional advices at the Board meetings and Board committee meetings.

Taking into consideration of the above and the independent natures of Mr. Chan Yue Kwong Michael's role and duties in the past years, the Nomination Committee considers that the long service of Mr. Chan Yue Kwong Michael would not diminish his independence and affect his exercise of independent judgment and his continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Mr. Chan Yue Kwong Michael to be independent and recommends his re-election. On 29 September 2026, the Board considered matters relating to the re-election of the retiring Directors at the AGM and the recommendations of the Nomination Committee. It was resolved that Mr. Chan Yue Kwong Michael was still independent in accordance with the independence guidelines as set out in the Listing Rules and Mr. Chan Yue Kwong Michael would continue to bring valuable experience, knowledge, professionalism and diversity to the Board for its efficient and effective functioning.

In view of the above, on 29 September 2026, the Nomination Committee nominated each of Mr. Chan Kin Ping, SBS, JP and Mr. Chan Yue Kwong Michael to the Board to recommend them to be re-elected as Directors by the Shareholders at the AGM. The Board considers that each of them can bring skills, knowledge and experience to the Board, represents different groups of age, education and industry and therefore can ensure the diversity of the composition of the Board.

6. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK3.1 cents per Share for the year ended 30 June 2026 (the "**Final Dividend**"). The payment of the Final Dividend is subject to approval by the Shareholders at the AGM. Upon obtaining the Shareholders' approval at the AGM, the Final Dividend is expected to be paid on or around Tuesday, 5 January 2027 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 16 December 2026.

7. PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended 30 June 2026, will retire as the auditor of the Company at the AGM and, being eligible, offers itself for re-appointment. The Board proposes to re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.

The audit fee as agreed between the Company and Ernst & Young for the audit services for the year ending 30 June 2027 is estimated to range from HK\$1,920,000 to HK\$2,160,000.

LETTER FROM THE BOARD

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and the auditor taking into account, among others, the business operation of the Group, expected audit scope, expected audit timetable, expected auditors' resources involved and the level of audit specialist required, taking into account the facts and circumstances known to the Company as at the Latest Practicable Date.

Having considered the above-mentioned factors, the Board and the audit committee of the Company are of the view that the estimated audit fee is fair and reasonable, and commensurate with the scope and requirements of the proposed audit engagement.

8. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association and to adopt the New Articles of Association for the purpose of, among others, (i) updating and bringing the Memorandum and Articles of Association in line with the latest legal and regulatory requirements to be introduced under the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong) and the proposed consequential amendments to other applicable laws, rules and regulations related to the uncertificated securities market regime; and (ii) to incorporate other consequential and housekeeping amendments to update or clarify provisions of the Articles of Association where it is considered fit and desirable (collectively, the **"Proposed Amendments"**). Accordingly, the Board proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the Articles of Association. Full terms of the proposed changes brought about by the adoption of the New Articles of Association when compared with the Articles of Association are set out in Appendix III to this circular.

Shareholders are advised that the New Articles of Association are written in English. The Chinese translation of the New Articles of Association is for reference purpose only. In case of any inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments and the proposed New Articles of Association comply with the requirements of the Listing Rules and the legal advisers to the Company as to laws of Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments and the adoption of the New Articles of Association for a company listed on the Stock Exchange.

The proposed amendments to the Articles of Association and adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

LETTER FROM THE BOARD

9. AGM

Set out on pages 34 to 39 of this circular is the notice of the AGM to be held at Room 02, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Tuesday, 8 December 2026 at 11:30 a.m. A form of proxy is enclosed with this circular for use at the AGM. You are requested to complete and return the enclosed form of proxy 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meetings, as the case may be. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish and in such event, the form of proxy shall 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 resolutions to be proposed at the AGM. Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Company's general meeting(s).

10. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 3 December 2026 to Tuesday, 8 December 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the Shareholders' eligibility for attending and voting at the AGM is Tuesday, 8 December 2026. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 December 2026.

For the purpose of ascertaining the Shareholders' entitlement to receive the Final Dividend, the register of members of the Company will be closed from Tuesday, 15 December 2026 to Wednesday, 16 December 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the Shareholders' entitlement to receive the Final Dividend is Wednesday, 16 December 2026. In order to qualify for receiving the Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 December 2026.

11. RECOMMENDATION

The Directors consider that, *inter alia*, (a) the grant of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate; (b) the re-election of the retiring Directors; (c) the re-appointment of the auditor of the Company; and (d) the amendments to the Articles of Association and adoption of the New Articles of Association as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

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. GENERAL

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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll and an announcement on the poll results of the AGM will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.humanhealth.com.hk. Holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the AGM.

Yours faithfully,
By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Share Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions as follow:

- (i) the shares proposed to be purchased by the company are fully-paid up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution and which has been passed at a general meeting of the company duly convened and held.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

An exercise of the proposed Share Repurchase Mandate in full during the proposed repurchase period might have a material adverse impact on the working capital and/or gearing position of the Company compared with that of 30 June 2026, being the date of its latest published audited consolidated accounts.

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 379,552,233 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to repurchase a maximum of 37,955,223 Shares, representing 10% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF THE 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 for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the aggregate interests of the controlling Shareholders (as defined under the Listing Rules, being Mr. Chan Kin Ping, SBS, JP, Dr. Pang Lai Sheung and Treasure Group Global Limited) in the Company were 259,196,286 Shares, representing 68.29% of the issued Shares.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholdings of the controlling Shareholders in aggregate would be increased to approximately 75.88% of the number of issued Shares as at the Latest Practicable Date. Such increases will not give rise to any obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose 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 Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
October	0.91	0.83
November	0.87	0.81
December	0.86	0.79
2026		
January	0.83	0.79
February	0.84	0.81
March	0.85	0.8
April	0.84	0.81
May	0.81	0.77
June	0.8	0.72
July	0.79	0.72
August	0.8	0.73
September	0.77	0.74
October (up to the Latest Practicable Date)	0.795	0.755

10. TREASURY SHARES

As at the Latest Practicable Date, the Company does not hold any Treasury Shares.

If the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of repurchases. Treasury Shares held by the Company will only be resold on the market when the Directors believe that a resale thereof is in the interests of the Company and the Shareholders as a whole, subject to the Share Repurchase Mandate, and made in compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company shall adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. Such measures may include approval by the Board that (i) the Company not (or procure its broker not to) giving any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the relevant dividends or distributions.

11. GENERAL

Neither the explanatory statement nor the proposed share repurchase under the Share Repurchase Mandate has any unusual features.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. CHAN Kin Ping, SBS, JP (陳健平) (formerly known as Chan Kin Ping (陳建平)) (“**Mr. Chris Chan**”), aged 62, is the chairman of the Board, chief executive officer of our Group and an executive Director. He is the founder of our Group and has since then been leading our Group for over 29 years to serve in the private healthcare industry. He is responsible for managing the overall operations and developments and formulating the overall business plans of our Group. As at the date of this annual report, Mr. Chris Chan held directorship in each of the members of the Group except Healthvision (Asia) Limited, Win Ocean Limited, Monarch Dental Clinic Limited, Champion Max Global Limited, Kingmax International Limited and Human Health Enterprise Management Consulting (Shanghai) Co., Ltd.* (盈健企業管理諮詢(上海)有限公司).

Mr. Chris Chan obtained a degree of Master of Business Administration from the University of South Australia in August 2008.

Mr. Chris Chan has been appointed to various public offices, such as Council Member of China Overseas Friendship Association, Member of the Shenzhen Chinese People’s Political Consultative Conference, the Vice President of Shenzhen Overseas Friendship Association, Member of the Election Committee, HKSAR, the Assistant Examiner of Accounts of The Lok Sin Tong Benevolent Society, Kowloon, the Vice Chairman of Auxiliary Medical Services Officers’ Club, the Vice President of the Hong Kong Professionals and Senior Executives Association, Committee Member of Advisory Committee of the Partnership Fund for the Disadvantaged, the Vice President of the Hong Kong Real Property Federation, Vice President of Hong Kong Justice of the Peace Association Limited and Member of Commission on Children.

Mr. Chris Chan was awarded the Chief Executive’s Commendation for Community Service by the HKSAR in recognition of his contributions to community service in 2022.

Mr. Chris Chan is the husband of Dr. Pang Lai Sheung, the chief medical officer of our Group and an executive Director, and the uncle of Mr. Poon Chun Pong, the chief operating officer of our Group and an executive Director.

Mr. Chris Chan was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015. Mr. Chris Chan has entered into a service agreement as an executive Director with the Company for a term of three years commencing from 1 April 2025, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. He is entitled to an annual remuneration as a chief executive officer of the Group of HK\$4,914,000 and a performance bonus, which are determined by the Board with reference to his duties and responsibilities, experience, market benchmarks, the prevailing market conditions and the performance of the Group.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Chris Chan was deemed to be interested in 259,196,286 Shares within the meaning of Part XV of the SFO, in which 6,850,000 Shares are held by him as beneficial owner and 252,346,286 Shares are held through Treasure Group Global Limited, which is a company owned as to 50% by Mr. Chris Chan and 50% by Dr. Pang Lai Sheung. Mr. Chris Chan is a director of Treasure Group Global Limited.

Mr. Chris Chan did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Chris Chan does not hold any position with the Group and does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. CHAN Yue Kwong Michael (陳裕光) (“Mr. Michael Chan”), aged 74, was appointed as an independent non-executive Director on 27 January 2016. He obtained a degree in Sociology and Political Science and a degree of Master of City Planning from the University of Manitoba, Canada in May 1974 and October 1977, respectively and an Honorary Fellow from Lingnan University in December 2009.

Having worked as a professional town planner for various government bodies in Hong Kong and Canada, he has considerable experience in planning and management.

Mr. Michael Chan is currently a fellow and also the honorary chairman of the Hong Kong Institute of Marketing, and the fellow member of the Hong Kong Management Association. In past years, Mr. Michael Chan was personally bestowed with the “Executive of the Year Award” by the Hong Kong Business Awards and the “Directors of the Year Award” by The Hong Kong Institute of Directors, in 2001 and 2003 respectively.

Mr. Michael Chan’s past and current directorships in listed companies in Hong Kong in the last three years are set forth in the following table:

Company	Stock Code	Position	Term
Cafe de Coral Holdings Limited	00341	Non-executive director	Since April 2012
Starlite Holdings Limited	00403	Independent non-executive director	Since January 1993
Pacific Textiles Holdings Limited	01382	Independent non-executive director	Since March 2007
Tse Sui Luen Jewellery (International) Limited	00417	Independent non-executive director	Since August 2010
Tao Heung Holdings Limited	00573	Non-executive director	Since March 2007
Modern Dental Group Limited	03600	Independent non-executive director	Since November 2015

The Company has entered into a letter of appointment with Mr. Michael Chan for a term of three years commencing from 1 April 2025, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. Mr. Michael Chan is entitled to an annual director’s fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities and the prevailing market condition.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

As at the latest practicable date, Mr. Michael Chan has served on the Board for over 9 years, the Board is of the view that the contributions of Mr. Michael Chan to the development of the Company's strategies and policies through his independent and constructive advices are substantial. With Mr. Michael Chan's extensive experience in planning and management, the Group benefits from his skills and expertise as well as from his regular attendance, active participation and professional advices at the Board meetings and Board committee meetings. Taking into consideration of the above and the independent natures of Mr. Michael Chan's role and duties in the past years, the Board considers that the long service of Mr. Michael Chan would not diminish his independence and affect his exercise of independent judgment and his continuous tenure brings considerable benefits and stability to the management and operation of the Group.

Mr. Michael Chan confirmed that (i) he met each of the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his re-appointment.

As at the Latest Practicable Date, Mr. Michael Chan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Michael Chan did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Mr. Michael Chan does not hold any position with the Group and does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

Save as disclosed above, the Directors proposed to be re-elected have confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The appendix sets out Proposed Amendments, as marked up for ease of reference, to the Articles of Association.

The Companies Act (As Revised)
Company Limited by Shares

~~THIRD~~ FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Human Health Holdings Limited
盈健醫療集團有限公司

(Adopted pursuant to an annual general meeting held on ~~7 December 2023~~ 8 December 2026)

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES

~~THIRD~~ FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Human Health Holdings Limited
盈健醫療集團有限公司

(Adopted pursuant to an annual general meeting held on ~~7 December 2023~~ 8 December 2026)

INTERPRETATION

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>“ASR Code”</u>	<u>the Code of Conduct for Approved Securities Registrar published by the SFC as from time to time in effect and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</u>
<u>“ASR Rules”</u>	<u>the Securities and Futures (Approved Securities Registrars) Rules, Cap 571AT, as amended from time to time.</u>
<u>“authenticated message”</u>	<u>bears the meaning given under the USM Rules except that such message may relate to all Shares that are prescribed securities, and not only those that are participating securities.</u>
<u>“Dematerialisation”</u>	<u>conversion from certificated form to uncertificated form (and dematerialise is to be construed accordingly).</u>
<u>“HKSCC”</u>	<u>the Hong Kong Securities Clearing Company Limited.</u>
<u>“Hong Kong Branch Register”</u>	<u>the branch register of Members holding Shares that is kept in Hong Kong.</u>
<u>“Notice”</u>	<u>written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<u>“operating rules of the Company’s ASR”</u>	<u>mean such ASR’s operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to Shares or for sending and receiving authenticated messages.</u>
<u>“Register”</u>	<u>the principal register and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time (including but not limited to the Hong Kong Branch Register).</u>
<u>“Relevant Period”</u>	<u>the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed).</u>
<u>“rematerialisation”</u>	<u>conversion from uncertificated form to certificated form (rematerialise shall be construed accordingly).</u>
<u>“SFC”</u>	<u>the Securities and Futures Commission of Hong Kong.</u>
<u>“SFO”</u>	<u>the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.</u>
<u>“treasury share(s)”</u>	<u>has the meaning ascribed to it under the Listing Rules.</u>
<u>“USM Rules”</u>	<u>the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.</u>

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); ~~and~~
 - (n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and

(o) In these Articles, unless the context otherwise requires, the following terms bear the meanings given, or descriptions set out, under the SFO:

(i) ASR/approved securities registrar;

(ii) certificated form;

(iii) prescribed securities;

(iv) uncertificated form;

(v) UNSRT system,

and the following terms bear the meanings given under the USM Rules:

(i) dematerialisation request in the process of delisting;

(ii) participating securities;

(iii) specified request; and

(iv) system-member.

(p) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

SHARE CAPITAL

3. (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of Hong Kong dollars 0.01 each.
- (2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.
- (4) The Board may accept the surrender for no consideration of any fully paid share. Shares purchased or redeemed by, or surrendered to, the Company may be cancelled.

VARIATION OF RIGHTS

10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the Members of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class present and voting in person (or in the case of any Shareholder being a corporation, by its duly authorised representatives) and/or proxy. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- App. 3 15
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third of the issued shares of that class (excluding treasury shares) and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; ~~and~~
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him; ~~and-~~
- (c) for the avoidance of doubt, Shares do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.
- App. 3 15

SHARE CERTIFICATES

16. ~~Every~~ Any share certificate ~~shall~~ can be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon. This Article applies subject to Articles 17A and 21E.
17. (1) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.
- (2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of Notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof. This Article applies subject to Articles 17A and 21E.
- 17A. (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting; and save as otherwise permitted or required under the USM Rules.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (b) With effect from (and including) the day on which Shares become participating securities (participation date) no certificate will be issued in respect of any such Shares.
- (c) For the avoidance of doubt, paragraph (b) applies (without limitation) in the following circumstances: (i) following any issue, allotment, transfer, transmission, consolidation or subdivision of Shares, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the Hong Kong Branch Register on or after the participation date; or (ii) where, for whatever reason, the holder of a Share requests to replace an existing certificate for the Share, and the replacement certificate is not issued before the participation date.
- (d) Nothing in this Article affects the validity of any certificate issued by the Company in respect of a Share prior to the participation date, and not cancelled.
18. Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. All certificates for Shares held in certificated form shall be delivered personally or sent through the post addressed to the Member entitled thereto at the Member's registered address recorded in the Register. This Article applies subject to Articles 17A and 21A.
19. Share certificates ~~may~~shall be issued within the relevant time limit as prescribed by the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company. This Article applies subject to Article 17A and Article 21A.
20. (1) Upon ~~every~~any transfer of shares accompanied with the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and subject to Articles 17A and 21A, a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him at the aforesaid fee payable by the transferor to the Company in respect thereof.
- (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange, or the ASR Code (as the case may be), may from time to time determine provided that the Board may at any time determine a lower amount for such fee.
21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. This Article applies subject to Article 21A.

- 21A. (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting; and save as otherwise permitted or required under the USM Rules.
- (b) If a certificate issued in respect of a Member's Shares is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the day on which Shares become participating securities:
- (i) the Member is not entitled to be issued with a replacement certificate in respect of the same Shares; and
- (ii) subject to paragraph (c), the Shares may instead be dematerialised in accordance with the USM Rules.
- (c) Shares of a Member that are covered by a certificate that is defaced, damaged, lost or destroyed may not be dematerialised unless the Member has complied with the conditions as to evidence, indemnity and the payment of a reasonable fee that the Directors decide.

NEW ISSUES IN UNCERTIFICATED FORM, DEMATERIALISATION AND REMATERIALISATION

- 21B. Articles 21C and 21D apply to Shares for so long as they are participating securities and not in the process of delisting; and save as otherwise permitted or required under the USM Rules.
- 21C. Any Share issued on or after the day on which Shares become participating securities will be issued in uncertificated form and no certificate will be issued in respect of it.
- 21D. (a) With effect from (and including) the day on which Shares become participating securities, Shares which are in certificated form may be dematerialised in accordance with the USM Rules.
- (b) A reasonable dematerialisation fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR to the holder and/or transferee of a Share in connection with the dematerialisation of the Share. Such fee may be charged irrespective of whether the dematerialisation is initiated by the Company or requested by the holder or transferee.
- 21E. (a) This Article applies to Shares if they are participating securities.
- (b) Shares which are in uncertificated form may be rematerialised in accordance with the USM Rules.
- (c) As soon as reasonably practicable after any rematerialisation, the Company must issue, free of charge, to each Member whose Shares are rematerialised, such number of certificates in respect of those Shares as is required under the USM Rules.

- (d) If more than one person holds a Share, only one certificate may be issued in respect of it.

REGISTER OF MEMBERS

43. (1) The Company shall keep in one or more books a Register of its Members and shall enter therein the following particulars, that is to say:
- (2) The Company may keep an overseas or local or other branch register of Members resident in any place, and the Board may make and vary such regulations as it determines in respect of the keeping of any such register and maintaining a Registration Office in connection therewith. During the Relevant Period, the Company shall keep its principal register in Hong Kong or a Hong Kong Branch Register.
44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each calendar year as the Board may determine and either generally or in respect of any class of shares. For so long as Shares are participating securities, this Article shall apply subject to the USM Rules. App. 3 20
- 44A. Articles 44A to 44D apply to Shares for so long as they are prescribed securities; and in respect of that portion of the Hong Kong Branch Register relating to such Shares.
- 44B. (a) The Company will keep a Hong Kong Branch Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it.
- (b) Where any Share is issued in uncertificated form, or is dematerialised, the Share will be recorded in the Hong Kong Branch Register as being in uncertificated form; and such record will not be amended or removed except in accordance with the USM Rules.
- 44C. (a) Entries in the Hong Kong Branch Register will have such evidential value and other effect as provided in the USM Rules.
- (b) Changes to any entry in the Hong Kong Branch Register relating to the holder of a Share will be notified to the holder in accordance with the USM Rules and the ASR Code.
- 44D. A person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the Hong Kong Branch Register.

TRANSFER OF SHARES

- 46A. (a) This Article applies to Shares for so long as they are prescribed securities and not in the process of delisting; and save as otherwise permitted or required under the USM Rules.
- (b) With effect from (and including) the day on which Shares become participating securities, they may be transferred as follows: (i) if the Shares are held by the transferor in certificated form — by means of an instrument of transfer that complies with Article 46 and the USM Rules; and (ii) if the Shares are held by the transferor in uncertificated form — by means of a specified request from the transferor and transferee that complies with the USM Rules.
- (c) Notwithstanding paragraph (b)(ii), Shares held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a specified request.
- (d) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, specified request or other document relating to or affecting the title to any Share.
47. The written instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
48. (1) Subject to Article 49A, t~~The~~ Board may, in its absolute discretion, and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share to more than four (4) joint holders or a transfer of any share (not being a fully paid up share) on which the Company has a lien.
- (4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register, subject to Article 46A, be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Act.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

49. Without limiting the generality of the last preceding Article and subject to Article 49A, the Board may decline to recognise any instrument of transfer unless:-

- (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by ~~the relevant~~ any share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

49A. The Board may refuse to register the transfer of a Share:

- (a) if the Share is in certificated form, and a specified request is sent;
- (b) if the Share is in uncertificated form, and (i) the specified request is not sent in accordance with the operating rules of the Company's ASR; or (ii) subject to Article 46A(c), an instrument of transfer is lodged;
- (c) if the Board is entitled to do so by virtue of Article 53A; or
- (d) on any other ground provided under the USM Rules.

Where Article 46A applies, and the Board refuses to register the transfer of a Share, a notice of refusal must be sent to the transferor and transferee within such period as indicated in the ASR Code.

TRANSMISSION OF SHARES

53. Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall (a) execute a transfer of the share in favour of that person or (b) if Article 46A applies and so permit, send a specified request in respect of it. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to ~~such notice or the transfer under the Article as aforesaid~~ as if the transmission death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer made signed by the holder of the Share before the transmissionsuch Member.

53A. (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting; and save as otherwise permitted or required under the USM Rules.

- (b) The Board may refuse to register the transfer or transmission of a Share: (i) the Share is in certificated form and a dematerialisation request in respect of that Share and any other Share covered by the same certificate as that Share is not received; or is refused under the USM Rules; (ii) the Share is in uncertificated form as a result of the Company having initiated its dematerialisation, and the dematerialisation fee payable in respect of the dematerialisation remains unpaid; or (iii) the transferor, transferee or transmittee (as applicable) of the Share is not a system-member of the UNSRT system operated by the Company's ASR.

UNTRACEABLE MEMBERS

55. (1) Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post or to cease electronic funds transfers if such cheques or warrants have been left uncashed (and in the case of electronic funds transfers, are unsuccessful or rejected) on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered (and in the case of electronic funds transfers, are unsuccessful or rejected).
- (3) To give effect to any such sale the Board may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such person or the specified request sent (if applicable) shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

GENERAL MEETINGS

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition and/or to add resolutions to the agenda of a general meeting of the Company; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

NOTICE OF GENERAL MEETINGS

59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (2) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “**Principal Meeting Place**”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic 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 (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such and shall contain a statement specifying a Member’s right to appoint a proxy and any limit on the number of proxies to be appointed as imposed under Article 66. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

VOTING

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll (including the use of ballot or voting papers or tickets or by electronic voting) save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member, the proxies so appointed are not entitled to vote on the resolution on a show of hands and for each share in respect of which the proxy is appointed. The number of proxies appointed by a Member who is an individual may not in any event exceed 2. ~~which is a clearing house (or its nominee(s)), each such proxy shall have one vote on 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 or in any supplementary circular that may be issued by the Company to its 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. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
- Ch. 13 39 (4)
App. 3 19

PROXIES

76. The instrument appointing a proxy shall be in such form as the Board may determine, and in the absence of such determination, shall be in writing signed by ~~writing under the hand of the~~ appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such
- App. 3 18

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

instrument of proxy on behalf of the corporation without further evidence of the facts. If the Board in its absolute discretion determines, such instrument may be contained in an electronic communication, submitted by or on behalf of the appointer, or (subject to any limitations imposed by the Company's ASR) be an authenticated message that is attributable and addressed as described in Article 160B~~under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.~~

- 77A. An appointment under an instrument of proxy may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf such instrument was given. Subject to any limitations imposed by the Company's ASR, such notice may be sent by means of an authenticated message that is attributable and addressed as described in Article 160B. A notice revoking the appointment only takes effect if it is received by the Company: (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

SEAL

130. (1) The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word "Securities" on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates issued in respect for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. ~~Every~~ Any instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.

DESTRUCTION OF DOCUMENTS

132. (1) The Company shall be entitled to destroy the following documents at the following times:
- (a) any share certificate issued in respect of the Shares which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation;

and it shall conclusively be presumed in favour of the Company that every entry in the Register purporting to be made on the basis of any such documents so destroyed was duly and properly made and ~~every~~ any share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that: (1) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim; (2) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (1) above are not fulfilled; and (3) references in this Article to the destruction of any document include references to its disposal in any manner.

DIVIDENDS AND OTHER PAYMENTS

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

CAPITALISATION

- 145A. To the extent necessary, the Directors may make arrangements to calculate a Member's rights separately in respect of the portion of Shares held by the Member in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.

NOTICES

158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

- 160A. Without limiting Article 158 to 160B, but subject to any limitations imposed by the Company's ASR, anything sent or supplied by the Company to any holder or transferee of Shares; and anything sent or supplied by any holder or transferee of Shares to the Company, may be sent or supplied by means of an authenticated message.

- 160B. The provisions of the USM Rules relating to the effect of an authenticated message apply if, in accordance with the USM Rules, the message is attributable to the person sending or supplying it; and the person receiving the message is the addressee of the message.

OVERARCHING EFFECT OF USM REGIME

168. The Company shall comply with all applicable provisions of the USM regime to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT system or other systems approved by the SFC and the HK Stock Exchange from time to time. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.
169. To the extent permitted by the laws of the Cayman Islands, if any provision of these Articles conflicts or is inconsistent with any provision of the USM regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency.
170. If these Articles are silent in respect of any matter provided for under any provision of the USM regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles.
171. For the purposes of these Articles including but not limited to Articles 168, 169, 170 and 171, the provisions of the USM regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialisation, rematerialisation, or registration of prescribed securities, and includes the following:
- (a) the SFO;
 - (b) any rules made under the SFO, including the USM Rules and the ASR Rules;
 - (c) the ASR Code;
 - (d) any rules made by the HK Stock Exchange pursuant to section 23 of the SFO, including the Listing Rules;
 - (e) any rules made by HKSCC pursuant to section 40 of the SFO, including the General Rules of HKSCC and Operational Procedures of HKSCC; and
 - (f) the operating rules of the Company's ASR.

NOTICE OF ANNUAL GENERAL MEETING



Human Health Holdings Limited 盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1419)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Human Health Holdings Limited (the “**Company**”) will be held at Room 02, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 8 December 2026 at 11:30 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2026;
2. to declare a final dividend;
3. to appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors of the Company (the “**Board**”) to fix its remuneration;
4.
 - (a) to re-elect Mr. Chan Kin Ping, SBS, JP as an executive Director;
 - (b) to re-elect Mr. Chan Yue Kwong Michael as an independent non-executive Director;
 - (c) to authorise the Board to fix the remuneration of the Directors;

to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

5. “**THAT:**
 - (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares of the Company (including any resale and/or transfer of shares of the Company repurchased or otherwise acquired and held by the Company in treasury or held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited (“**Treasury Shares**”)); (ii) securities convertible into shares of the Company; and (iii) options, warrants or similar rights to subscribe for any shares or convertible securities of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company (including any resale and/or transfer of Treasury Shares) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;
 - (iii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company;
 - (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company;shall not exceed 20 per cent of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the shares of the Company at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company or (ii) any securities convertible into new shares of the Company, for cash consideration;
- (e) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of securities of the Company that may be issued pursuant to the approval in paragraph (a) of this resolution as may be extended by Resolution 7 below set out in the notice convening this meeting of which this resolution forms part if so passed, as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval, shall be adjusted to such extent accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(f) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“benchmarked price” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”;

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate number of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval shall be adjusted to such extent accordingly; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”;
7. “**THAT** subject to the passing of Resolutions 5 and 6 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution.”; and

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

to, as special business, consider and, if thought fit, pass the following resolution as a special resolution:

8. **“THAT:**

- (a) The proposed amendments to the third amended and restated articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 29 October 2026, be and are hereby approved;
- (b) the fourth amended and restated articles of association of the Company (the **“New Articles of Association”**), incorporating and consolidating all the Proposed Amendments in compliance with the applicable laws, a copy of which is marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, be and are hereby adopted, confirmed and approved as the articles of association of the Company in substitution for and to the exclusion of the third amended and restated articles of association of the Company with immediate effect after the close of this meeting; and
- (c) any one Director be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

Yours faithfully,
By order of the Board
Human Health Holdings Limited
Chan Kin Ping
Chairman

Hong Kong, 29 October 2026

Principal place of business:

12th Floor
Enterprise Square Two
3 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the forthcoming annual general meeting on Tuesday, 8 December 2026 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of ascertaining the entitlement of the Shareholders to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Thursday, 3 December 2026 to Tuesday, 8 December 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the Shareholders' eligibility for attending and voting at the forthcoming annual general meeting is Tuesday, 8 December 2026. In order to be entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 December 2026.
5. For the purpose of ascertaining the Shareholders' entitlement to receive the final dividend, the register of members of the Company will be closed from Tuesday, 15 December 2026 to Wednesday, 16 December 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the Shareholders' entitlement to receive the final dividend is Wednesday, 16 December 2026. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 December 2026.
6. As at the date of this notice, the executive Directors are Mr. Chan Kin Ping, SBS, JP, Dr. Pang Lai Sheung and Mr. Poon Chun Pong; the independent non-executive Directors are Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Chan Hey Man.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time on the date of the annual general meeting, the annual general meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.humanhealth.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled annual general meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.