
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Universal Health International Group Holding Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
大健康國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2023 AGM to be held at Conference Room, 2nd Floor, No.14-1 Bei Yi Zhong Road Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 12 December 2023 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.uhighl.com.

If you do not intend to attend the 2023 AGM but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2023 AGM or any adjourned meeting thereof if they so wish.

19 October 2023

CONTENTS

	<i>Page</i>	
Definitions	1	
 Letter from the Board		
1. Introduction	4	
2. Proposed Granting of General Mandate to Issue Shares	5	
3. Proposed Granting of General Mandate to Repurchase Shares	5	
4. Re-election of Retiring Directors	6	
5. 2023 AGM and Proxy Arrangement	9	
6. Recommendation	9	
7. Responsibility Statement	9	
8. General Information	9	
 APPENDIX I – DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM		10
 APPENDIX II – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE		14
 APPENDIX III – NOTICE OF ANNUAL GENERAL MEETING		18

Accompanying document – form of proxy

DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company held on Monday, 12 December 2022
“2023 AGM”	the annual general meeting of the Company to be held at Conference Room, 2nd Floor, No.14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 12 December 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the 2023 AGM Notice set out on pages 18 to 22 of this circular
“2023 AGM Notice”	the notice for convening the 2023 AGM set out in pages 18 to 22 of this circular
“AGM”	annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Universal Health International Group Holding Limited (大健康國際集團控股有限公司), a company incorporated in the Cayman Islands, the Shares of which are listed and traded on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“INED(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2023 AGM to exercise all the power of the Company to allot, issue or otherwise deal with Shares with a total number not exceeding 20% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution numbered 4(A) of the 2023 AGM Notice as set out on pages 18 to 22 of this circular
“Latest Practicable Date”	16 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock market (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the GEM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2023 AGM to repurchase Shares on the Stock Exchange or any other recognized stock exchange with a total number not exceeding 10% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution numbered 4(B) of the 2023 AGM Notice as set out on pages 18 to 22 of this circular
“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)”	the ordinary share(s) with nominal value of US\$0.01 each of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subsidiaries”	the subsidiaries of the Company
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“Year”	the year ended 30 June 2023

LETTER FROM THE BOARD



UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED 大健康國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

Executive Directors:

Mr. CHU Chuanfu (*Chairman, Chief Executive Officer
and Chief Operation Officer*)
Mr. JIN Dongkun (*Vice Chairman*)
Mr. ZHAO Zehua

Registered office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Independent Non-executive Directors:

Mr. CHENG Sheung Hing
Ms. CHIANG Su Hui Susie
Mr. ZOU Haiyan

Principal place of business in Hong Kong:

2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

19 October 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the 2023 AGM Notice and information in respect of certain resolutions to be proposed at the 2023 AGM. These include ordinary resolutions relating to, among other things, (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The general mandate previously granted to the Directors to allot Shares at the 2022 AGM will lapse at the conclusion of the 2023 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2023 AGM to approve the granting of the Issue Mandate to the Directors to allot, issue or otherwise deal with Shares with a total number not exceeding 20% of the number of Shares in issue as at the date of passing of the relevant resolution (i.e. a total of 133,509,926 Shares assuming that there is no change in the total number of Shares in issue after the Latest Practicable Date and up to the date of the 2023 AGM). Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the 2023 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate is to remain in effect until whichever is the earliest of (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required by the Articles or any applicable laws to be held; and (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the 2022 AGM will lapse at the conclusion of the 2023 AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the 2023 AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange or other recognised stock exchange with a total number not exceeding 10% of the number of Shares in issue as at the date of passing the relevant resolution (i.e. a total of 66,754,963 Shares assuming that there is no change in the total number of Shares in issue after the Latest Practicable Date and up to the date of the 2023 AGM). The Directors wish to state that they have no immediate plan to repurchase any Share pursuant to the Repurchase Mandate.

The Repurchase Mandate is to remain in effect until whichever is the earliest of (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required by the Articles or any applicable laws to be held; and (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Mr. Chu Chuanfu (“**Mr. Chu**”), Mr. Jin Dongkun and Mr. Zhao Zehua; and three INEDs, namely Mr. Cheng Sheung Hing (“**Mr. Cheng**”), Ms. Chiang Su Hui Susie (“**Ms. Chiang**”) and Mr. Zou Haiyan.

In accordance with Article 16.18 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Chu, Mr. Cheng and Ms. Chiang shall retire by rotation and being eligible, have offered themselves for re-election as Directors at the 2023 AGM. Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence from each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, including Mr. Zou Haiyan remains independent. Further, the Nomination Committee has also evaluated the performance of each of Mr. Jin Dongkun, Mr. Zhao Zehua and Mr. Zhou Haiyan during the Year based on the nomination policy of the Company, which was disclosed in the annual report of the Company for the Year and found their performance satisfactory. The Nomination Committee also considered that the experience, skills and other perspectives of Mr. Jin Dongkun, Mr. Zhao Zehua and Mr. Zhou Haiyan as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Jin Dongkun, Mr. Zhao Zehua and Mr. Zou Haiyan, to stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of Mr. Jin Dongkun, Mr. Zhao Zehua and Mr. Zou Haiyan abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:

LETTER FROM THE BOARD

- (i) diversity in the aspects of, amongst others, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (ii) commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (iii) qualifications, both academic and professional, including accomplishment and experience in the relevant industries in which the business(es) of the Group is/are involved;
 - (iv) independence (for INEDs);
 - (v) reputation for integrity;
 - (vi) potential contributions that the individual can bring to the Board; and
 - (vii) plan(s) in place for the orderly succession of the Board.
- (c) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts
- (e) Promptly after considering a candidate's suitability for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (f) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- (g) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (i) All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

The Nomination Committee has assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules received from each of the INEDs and confirmed that all the INEDs, including Mr. Cheng and Ms. Chiang remain independent notwithstanding that they have been serving the Company for more than nine years. The Nomination Committee considers that based on each of their perspective, skill and experience, each of them can bring further contribution to the Board and its diversity.

According to code provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an INED has served for more than nine years, any further appointment of such INED should be subject to a separate resolution to be approved by the Shareholders. The papers to the Shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

In determining whether each of Mr. Cheng and Ms. Chiang is still independent in spite of the fact that each of them has been serving the Company for more than nine years, the Nomination Committee has considered, in addition to the independence requirements under Rule 3.13 of the Listing Rules, whether he/she (i) has involved in the management of the Group, which is executive in nature; (ii) has involved in other business of any of the connected persons or the controlling shareholders (if any); and (iii) is financially independent on the Group and its connected persons. Having made all reasonable enquiries by the Company, and as confirmed by each of Mr. Cheng and Ms. Chiang, each of them has not involved in the executive management of the Group or other business of the connected persons of the Company. Besides, save that each of them is entitled to a director's fee for his/her office as an INED, each of them is not financially dependent on the Group or any of its connected persons. As a result, and after taking into consideration that each of Mr. Cheng and Ms. Chiang has always provided his/her valuable advice to the Group with a view to protecting the interest of the Company and the Shareholders as a whole, the Nomination Committee is of the view that each of them is still independent.

In addition, the Nomination Committee had, among other matters, evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Chu, Mr. Cheng and Ms. Chiang stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of Mr. Chu, Mr. Cheng and Ms. Chiang abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2023 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

LETTER FROM THE BOARD

5. 2023 AGM AND PROXY ARRANGEMENT

The 2023 AGM Notice is set out in pages 18 to 22 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the 2023 AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.uhighl.com>). If you do not intend to attend the 2023 AGM but wish to exercise your right as a Shareholder, you are required to complete and sign in accordance with the instructions stated thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2023 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or its adjournment if you so wish. In such event, the form of proxy should be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular and the 2023 AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as referred to therein.

7. 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein misleading.

8. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Universal Health International Group Holding Limited
Chu Chuanfu
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

The following are details of the Directors who will retire and being eligible, offer themselves for re- election at the 2023 AGM.

Mr. CHU Chuanfu (初川富), aged 53, is the chairman of the Board and an executive Director, he is also the Chief Executive Officer of the Group. He joined the Group in 1999.

Other experience:

- 1993 – 2005: Qiqihar Second Pharmaceutical Co., Ltd. (齊齊哈爾第二製藥有限公司) with the last position held as Department Head of Administration
- 2006 – 2010: Heilongjiang Jintian Aixin Pharmaceutical Distribution Co., Ltd. (黑龍江省金天愛心醫藥經銷有限公司), a wholly-owned subsidiary of the Company, with the last position held as Deputy General Manager of the Administration Department

Education:

- 1993: graduated from the Harbin University of Civil Engineering and Architecture* (哈爾濱建築工程學院), China with a major in coal chemical engineering
- 2013: graduated from Scandinavian Art and Business Institute, Finland through distance learning with a Master of Business Administration

Mr. Chu has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Chu's service agreement, Mr. Chu is entitled to a monthly remuneration of HK\$10,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Chu may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Chu's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Chu directly/indirectly owns 90,801,495 shares and. Save as disclosed herein, Mr. Chu does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Mr. Chu does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Chu did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chu as an executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. CHENG Sheung Hing (鄭雙慶), aged 75, was appointed as an independent non-executive Director on 18 November 2013. Mr. Cheng is a senior economist of People's Bank of China with many years of experience in foreign exchange management and management of pharmaceutical companies and listed companies.

Other experience:

- 1982 – 1985: in charge of the foreign affairs of Beijing Pharmaceutical Co., Ltd. (北京市醫藥總公司) and stores for new drugs and specific drugs
- 1986 – 1995: deputy administrative officer of Non-trade Department and Inspection Department of the State Administration of Foreign Exchange (國家外匯管理局)

Directorships:

- 1995 – 2002: assistant to the general manager and assistant to board chairman of Wing On Travel (Holdings) Limited (永安旅遊(控股)有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 01189)
- 2003 – 2005: assistant to board chairman of Heng Fai Enterprises Limited (恒輝企業控股有限公司) (now known as ZH International Holdings Ltd. 正恒國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00185)
- 2005 – 2013: independent non-executive director of National United Resources Holdings Limited (國家聯合資源控股有限公司) (formerly known as China Outdoor Media Group Limited 中國戶外媒體集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00254)

Education:

- 1982: graduated from the formerly known as School of Economics of Peking University (北京經濟學院) (now known as Capital University of Economics and Business 首都經濟貿易大學) with a major in Trading Economics

Mr. Cheng has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Mr. Cheng's service agreement, Mr. Cheng is entitled to a monthly remuneration of HK\$15,000, which was determined by reference to his duties and responsibilities and the prevailing market

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

conditions. Mr. Cheng may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Cheng's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Mr. Cheng is the grantee of 50,000 share options granted under the Share Option Scheme pursuant to which 50,000 Shares will be issued upon exercise of such share options. Save as disclosed herein, Mr. Cheng does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Mr. Cheng does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Cheng did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Cheng as an independent non-executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. CHIANG Su Hui Susie (江素惠), aged 76, was appointed as an independent non-executive Director on 18 November 2013. Ms. Chiang has over 31 years of experience in governmental affairs, treasury and cross-straits relations.

Other experience:

- December 1991 – March 1994: the representative of Government Information Office of the Executive Yuan of Taiwan (台灣行政院新聞局)
- March 1994 – December 2004: in charge of the Taiwanese Kwang-hwa Information and Culture Centre (台灣光華新聞文化中心)
- April 2002: established the C S Forum (香江論壇) and the C S Corp. Consultancy Limited (香江顧問有限公司) in Hong Kong with a goal of promoting cross-straits economic and trade communications

Current positions:

- member of the Hong Kong-Taiwan Cultural Co-operation Committee of the Hong Kong Special Administrative Region (香港特區政府港台文化合作委員會)
- chairwoman of the C S Culture Foundation (香江文化交流基金會)

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

- chairwoman of the C S Corp. Consultancy Limited (香江顧問有限公司)
- chairwoman of the C S Finance & Investment Company Limited (香江金融財務集團有限公司)
- honorary chairwoman of the Taiwan Business Association (Hong Kong) Limited (香港台灣工商協會)

Education:

- July 1969: graduated from the Taiwan National Chung Hsing University (台灣國立中興大學) with a major in laws

Ms. Chiang has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under Ms. Chiang's service agreement, Ms. Chiang is entitled to a monthly remuneration of HK\$15,000, which was determined by reference to her duties and responsibilities and the prevailing market conditions. Ms. Chiang may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Ms. Chiang's performance and the Group's performance for the financial year concerned.

As at the Latest Practicable Date, Ms. Chiang is the grantee of 50,000 share options granted under the Share Option Scheme pursuant to which 50,000 Shares will be issued upon exercise of such share options. Save as disclosed herein, Ms. Chiang does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, Ms. Chiang does not hold, and has not held, any other positions within the Group and does not have any relationship with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Ms. Chiang did not hold any directorship in other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Chiang as an independent non-executive Director, there is no information which is disclosable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 667,549,632 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased, nor consolidated or subdivided, before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 66,754,963 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

2. FUNDING OF REPURCHASES

The Company may only apply funds legally available for share repurchase in accordance with the Articles the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

3. TAKEOVERS CODE

If as a result of a repurchase of the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in 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, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Nature of Interest	Number of Shares	Approximate percentage of shareholding as at the Latest Practicable Date⁽³⁾	Approximate percentage of shareholding if the Company exercises in full the power to repurchase⁽⁴⁾
Mr. Chu	Interest of a controlled corporation	90,701,495 ⁽¹⁾ (Long Position)	13.59	15.10%
	Beneficial owner	100,000 (Long Position)	0.01%	0.01%
Asia Health Century International Inc. ("Asia Health")	Beneficial owner	90,701,495 ⁽²⁾ (Long Position)	13.59%	15.10%

Notes:

- (1) Such interest represents the interest beneficially held by Asia Health. As Asia Health is wholly-owned by Mr. Chu, Mr. Chu is deemed to be interested in all the interest beneficially held by Asia Health under the SFO.
- (2) Asia Health is wholly-owned by Global Health Century International Group Ltd. ("Global Health") which is in turn wholly-owned by Mr. Chu. As such, each of Global Health and Mr. Chu is deemed to be interested in all the interest beneficially held by Asia Health under the SFO.
- (3) The approximate percentage was calculated based on 667,549,632 Shares in issue as at the Latest Practicable Date.
- (4) The approximate percentage was calculated based on 600,794,669 Shares in issue in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of Mr. Chu in the Company would be increased to approximately 19.58% of the total number of issued Shares (without taking into account the number of shares which may be issued under the share options) and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate. Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will reduce the percentage of Shares held by the public to less than 25% of the Company's total issued Shares.

The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float percentage of 25% required by the Listing Rules.

4. IMPACT OF SHARE REPURCHASE

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

5. MARKET PRICES OF SHARES

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

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2022		
October	0.110	0.082
November	0.108	0.087
December	0.145	0.097
2023		
January	0.230	0.133
February	0.171	0.135
March	0.150	0.120
April	0.171	0.121
May	0.155	0.111
June	0.133	0.110
July	0.136	0.108
August	0.150	0.092
September	0.107	0.071
October (up to the Latest Practicable Date)	0.132	0.078

6. GENERAL

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

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

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

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED
大健康國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2211)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Universal Health International Group Holding Limited (the “**Company**”) will be held at Conference Room, 2nd Floor, No.14-1 Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 12 December 2023 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 30 June 2023.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Chu Chuanfu, executive director
 - (ii) Mr. Cheng Sheung Hing, independent non-executive director
 - (iii) Ms. Chiang Su Hui Susie, independent non-executive director(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Mazars CPA Limited as auditors of the Company and authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or

such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the Share Option Scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

- (b) “**Rights Issue**” means an offer of shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company 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 on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission in Hong Kong (the “**SFC**”) and the Stock Exchange under the Codes on Takeovers and Share Buy-backs issued by the SFC and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

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

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

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this Meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this Meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board

Universal Health International Group Holding Limited

Chu Chuanfu

Chairman

Hong Kong, 19 October 2023

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business in Hong Kong:

2404, 24th Floor

World-Wide House

19 Des Voeux Road Central

Central, Hong Kong

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

- (ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on 10 December 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Thursday, 7 December 2023 to Tuesday, 12 December 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 6 December 2023.
- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Chu, Mr. Cheng and Ms. Chiang, shall retire at the Meeting and being eligible, have offered themselves for re-election as directors of the Company at the Meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 19 October 2023.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 19 October 2023.