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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of 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 Town Health International Medical Group Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Town Health International Medical Group Limited**  
**康健國際醫療集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 3886)**

- (1) RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES;**  
**(3) PROPOSED FINAL DIVIDEND;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 11:30 a.m. on Wednesday, 12 June 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong is set out on pages 27 to 32 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions therein by 11:30 a.m. on Monday, 10 June 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment or postponement thereof should you so wish, and in such event the instrument appointing a proxy shall be deemed to be revoked.

17 May 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 11:30 a.m. on Wednesday, 12 June 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 27 to 32 of this circular, or any adjournment or postponement thereof
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“Broad Idea”	Broad Idea International Limited
“Bye-laws”	the bye-laws of the Company
“CLIG”	中國人壽保險(集團)公司 (in English, for identification purpose only, China Life Insurance (Group) Company)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Town Health International Medical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	the general mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased pursuant the Repurchase Mandate be added to the total number of Shares which may be allotted and issued pursuant the Issue Mandate as set out in the resolution numbered 8 in the notice convening the AGM
“Final Dividend”	the proposed final dividend of HK0.12 cent per Share for the year ended 31 December 2023
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 6 in the notice convening the AGM
“Latest Practicable Date”	13 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Nomination Policy”	the nomination policy of the Company
“PRC”	People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 7 in the notice convening the AGM
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Bye-laws
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

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## LETTER FROM THE BOARD

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# Town Health International Medical Group Limited 康健國際醫療集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 3886)**

*Executive Directors:*

Mr. Choi Ka Tsan Karson (*Chairman and  
Chief Executive Officer*)  
Dr. Fok Siu Wing Dominic  
Ms. Zhang Xiaoxue  
Mr. Liu Shiyin

*Non-executive Directors:*

Ms. Lee Wai Ling Linda  
Ms. Lau Suk Hing Clara  
Mr. Liu Yang  
Ms. Zhang Leidi

*Independent non-executive Directors:*

Mr. Yu Xuezhong  
Dr. Xu Weiguo  
Mr. Han Wenxin  
Mr. Chan Wai Kan  
Mr. Cheung Ka Ming  
Mr. Tsui Wing Cheong Sammy

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*

6th Floor  
Town Health Technology Centre  
10-12 Yuen Shun Circuit  
Siu Lek Yuen  
Shatin, New Territories  
Hong Kong

17 May 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES;  
(3) PROPOSED FINAL DIVIDEND  
AND  
(4) NOTICE OF THE AGM**

### INTRODUCTION

The Company will propose resolutions at the AGM in relation to, among other matters, re-electing the Retiring Directors, granting to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and declaring the Final Dividend.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM and to give you notice of the AGM at which these resolutions will be considered and, if thought fit, approved by the Shareholders.

### **RE-ELECTION OF THE RETIRING DIRECTORS**

In accordance with Bye-law 99 of the Bye-laws and pursuant to code provision B.2.2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. Yu Xuezhong and Mr. Han Wenxin will retire by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

In accordance with Bye-law 102(B) of the Bye-laws, Mr. Choi Ka Tsan Karson, Dr. Fok Siu Wing Dominic, Ms. Lee Wai Ling Linda, Ms. Lau Suk Hing Clara, Ms. Zhang Leidi, Mr. Chan Wai Kan, Mr. Cheung Ka Ming and Mr. Tsui Wing Cheong Sammy, being the Company's current Directors who were appointed by the Board after the Company's previous annual general meeting held on 20 June 2023 to fill a casual vacancy or as an addition to the Board, will hold office until the forthcoming annual general meeting and, being eligible, each of them will offer himself/herself for re-election at the AGM.

Biographical details on the Retiring Directors subject to re-election which is required to be disclosed by the Listing Rules is set out in Appendix I to this circular.

The Nomination Committee of the Board considered various factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company.

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## LETTER FROM THE BOARD

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In proposing these resolutions, the Board has taken into account the gender, age, cultural and educational background, and professional experience of each of Mr. Yu Xuezhong, Mr. Han Wenxin, Mr. Chan Wai Kan, Mr. Cheung Ka Ming and Mr. Tsui Wing Cheong Sammy, and their contribution/potential contribution to the Board, and as well as the diversity of the Board. The Board is satisfied that each of the independent non-executive Directors proposed to be re-elected has the requisite character, integrity, perspectives, skills and experience to continuously fulfill his role effectively. The Board is therefore of the view that the re-election of Mr. Yu Xuezhong, Mr. Han Wenxin, Mr. Chan Wai Kan, Mr. Cheung Ka Ming and Mr. Tsui Wing Cheong Sammy is in the interest of the Company and the Shareholders as a whole. The Board has reviewed the respective written confirmation of independence by each of Mr. Yu Xuezhong, Mr. Han Wenxin, Mr. Chan Wai Kan, Mr. Cheung Ka Ming and Mr. Tsui Wing Cheong Sammy, and is satisfied that they are independent having regard to the criteria set out in Rule 3.13 of the Listing Rules.

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 20 June 2023, ordinary resolutions were passed to grant the general mandates to the Directors (i) to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at 20 June 2023 and the number (up to a maximum of 10% of the number of issued Shares as at 20 June 2023) of any Shares as repurchased by the Company pursuant to the repurchase mandate granted at the same meeting; and (ii) to repurchase Shares not exceeding 10% of the number of issued Shares as at 20 June 2023.

The general mandates will expire at the conclusion of the AGM. Resolutions will be proposed at the AGM to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### PROPOSED FINAL DIVIDEND

Subject to the Shareholders' approval at the AGM, the Board has recommended the payment of the Final Dividend to the Shareholders and it is expected that the Final Dividend will be paid on or around Friday, 13 September 2024 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 25 June 2024. For the purpose of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024, both dates inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement of the Shareholders to the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 19 June 2024.

### AGM

Notice convening the AGM is set out on pages 27 to 32 of this circular. At the AGM, resolutions will be proposed to, among other matters, consider and, if thought fit, approve the re-election of the Retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and declare the Final Dividend. As required under the Listing Rules, all resolutions put to vote at the AGM will be decided by way of poll.

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 6 June 2024 to Wednesday, 12 June 2024, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 5 June 2024.

Form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon by 11:30 a.m. on Monday, 10 June 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish, and in such case the form of proxy previously submitted shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the re-election of the Retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the proposed Final Dividend are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote for all the resolutions to be proposed at the AGM.

By order of the Board

**Town Health International Medical Group Limited**

**Kwok Chung On**

*Company Secretary*

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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*The following is the information required to be disclosed by the Listing Rules on the Retiring Directors proposed to be re-elected at the AGM:*

### 1.     **MR. CHOI KA TSAN KARSON**

Mr. Choi Ka Tsan Karson (“**Mr. Choi**”), aged 38, was appointed as an executive director and the chairman of the Company on 15 December 2023. He was also appointed as the chief executive officer and the chairman of the nomination committee on 1 January 2024.

Mr. Choi graduated from University of Southern California, the United States with a degree of bachelor of Arts in International Relations. Mr. Choi has been admitted to Honorary University Fellowship of the University of Hong Kong in October 2023.

Mr. Choi has been an independent non-executive director of Sing Tao News Corporation Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1105) since 2021 and has been redesignated as an executive director and the co-chairman with effect from 30 May 2022. Mr. Choi is currently the vice-chairman of Early Light Industrial Company Limited (“**Early Light**”), the founder and chairman of Unique Timepieces Watches Group Limited and the chairman of Fastwheel Motors Group Limited. Early Light is the world’s largest toys manufacturer. Under the leadership of Mr. Choi, Early Light has developed diversified businesses, including the industries of toys manufacturing, shopping mall development, property rental and management, luxury watches retail, motors sales and maintenance, bioplastic production and education.

Mr. Choi is a deputy director of The Population, Resources and Environment Committee of the Chinese People’s Political Consultative Conference and a member of the National Committee of the Chinese People’s Political Consultative Conference. Mr. Choi also serves as a member of the Court of the University of Hong Kong, members of various government advisory committees and leaders of social groups.

Mr. Choi was a director of (i) BioLogiQ Trading Limited, a private company incorporated in Hong Kong, engaged in trading of chemicals and allied products and dissolved by deregistration on 11 November 2022 under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Chapter 622**”); (ii) Global World Investments Holding Limited, a private company incorporated in Hong Kong, engaged in investment and dissolved by deregistration on 4 August 2023 under Chapter 622; (iii) May Eleven Limited, a private company incorporated in Hong Kong, engaged in sale of candies and dissolved by deregistration on 6 June 2014 under the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (“**Chapter 32**”); and (iv) Orient Development International Limited, a private company incorporated in Hong Kong, engaged in trading of plastic dolls and accessories and dissolved by deregistration on 2 April 2015 under Chapter 622. Mr. Choi has confirmed that BioLogiQ Trading Limited, Global World Investments Holding Limited, May Eleven Limited and Orient Development International Limited were inactive and solvent prior to their respective dissolutions.

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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Mr. Choi has entered into a letter of appointment with the Company as an executive Director and the chairman of the Company (“**Chairman**”) for a term commencing from 15 December 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Mr. Choi will be entitled to an emolument of HK\$200,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

Mr. Choi also entered into an employment contract with the Group as the Chief Executive Officer, under which he will be entitled to a remuneration consisting of a basic salary of HK\$250,000 per month and a discretionary bonus, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Such employment contract may be terminated by not less than three months’ notice in writing served by either party thereto on the other.

Mr. Choi is the son of Dr. Choi Chee Ming (“**Dr. Choi**”). As at the Latest Practicable Date, Dr. Choi owns 49.9% of Broad Idea International Limited, an investment company holding 1,418,576,764 Shares, representing approximately 20.94% of the issued capital of the Company, and a substantial shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Choi (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other major appointment and professional qualification; (iii) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

As at the Latest Practicable Date, Mr. Choi does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Choi as a Director that need to be brought to the attention of the Shareholders.

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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### 2.     **DR. FOK SIU WING DOMINIC**

Dr. Fok Siu Wing Dominic (“**Dr. Fok**”), aged 63, was appointed as an executive director on 15 December 2023.

Dr. Fok received a Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in 1985, a Diploma in Family Medicine from The Chinese University of Hong Kong in 1992, and was admitted as a Fellow of the Royal Australian College of General Practitioners and a Fellow of the Hong Kong College of General Practitioners both in 1996. Dr. Fok has served in the Department of Community and Family Medicine of The Chinese University of Hong Kong, which was later merged with the School of Public Health to establish the School of Public Health and Primary Care (“**SPHPC**”) at The Chinese University of Hong Kong, successively as an honorary associate professor from 1996 to 1997, an adjunct assistant professor from 1997 to 2000 and from 2002 to 2003, an honorary clinical assistant professor from 2003 to 2007 and a clinical assistant professor (honorary) from 2007 to 2010. Since 2010, Dr. Fok has served as a clinical assistant professor (honorary) in SPHPC at The Chinese University of Hong Kong. Dr. Fok has served as an honorary clinical assistant professor in family medicine at the University of Hong Kong since 2014.

Dr. Fok is a registered doctor with the Medical Council of Hong Kong and has more than 30 years of practicing experience. Dr. Fok has served in the Group as a registered medical practitioner since 1999.

Dr. Fok has entered into a letter of appointment with the Company as an executive Director for a term commencing from 15 December 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Dr. Fok will be entitled to an emolument of HK\$20,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Pursuant to the service agreement entered into between Dr. Fok and Town Health Medical & Dental Services Limited (“**Town Health Medical**”), a wholly-owned subsidiary of the Company (as amended from time to time), Dr. Fok is entitled to basic salary of HK\$110,000 per month, which was determined with reference to his duties and responsibilities with the Group and the prevailing market conditions, and monthly performance bonus determined by reference to the financial performance of his medical practice in Town Health Medical.

Save as disclosed above, as at the Latest Practicable Date, Dr. Fok (i) does not hold any other position with the Company or other members of the Group; and (ii) does not hold any other major appointment and professional qualification.

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## APPENDIX I            INFORMATION ON THE RETIRING DIRECTORS

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As at the Latest Practicable Date, Dr. Fok (i) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Dr. Fok as a Director that need to be brought to the attention of the Shareholders.

### 3.    MS. LEE WAI LING LINDA

Ms. Lee Wai Ling Linda (“**Ms. Lee**”), aged 66, was appointed as a non-executive director on 15 December 2023.

Ms. Lee obtained a Bachelor of Arts from the University of Toronto in Canada in 1980, a Professional Diploma in Management and Marketing for Business Events from the Hong Kong Productivity Council and the Hong Kong Exhibition & Convention Industry Association Limited in 2003 and a Master of Science in Human Resources Management and Development from the University of Leicester in the United Kingdom in 2013.

Ms. Lee has extensive experience in corporate human resources and corporate management. Ms. Lee has served as a vice president of responsible sourcing in BioLogiQ Elite (HK) Ltd. since 4 June 2019. Ms. Lee served the Vocational Training Council from October 1998 to March 2019 with her last position as the deputy head of the human resources division, and the personnel and administration manager of Early Light Industrial Company Limited from June 1995 to June 1997.

Ms. Lee has entered into a letter of appointment with the Company as a non-executive Director for a term commencing from 15 December 2023 to 31 December 2024, and she will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Ms. Lee will be entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

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## APPENDIX I      INFORMATION ON THE RETIRING DIRECTORS

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Ms. Lee is the sister of the wife of Dr. Choi.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lee (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other major appointment and professional qualification; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

As at the Latest Practicable Date, Ms. Lee (i) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Ms. Lee as a Director that need to be brought to the attention of the Shareholders.

#### 4.    **MS. LAU SUK HING CLARA**

Ms. Lau Suk Hing Clara (“**Ms. Lau**”), aged 62, was appointed as a non-executive director on 15 December 2023.

Ms. Lau has served Early Light International (Holdings) Limited (“**Early Light International**”) since June 1992. She has served as the personal assistant to the chairman of Early Light International and also serves as a director of several companies of Early Light International in Hong Kong and Mainland China.

Ms. Lau has extensive experience in assisting the chairman of Early Light International in handling the group’s real estate development, manufacturing and retail businesses for many years, including internal supervision, finance and general daily management and operations.

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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Ms. Lau was a director of (i) Halewinner Retail Holdings Limited, a private company incorporated in Hong Kong, engaged in retail and dissolved by deregistration on 24 January 2020 under Chapter 622; (ii) Honourable Rich Limited, a private company incorporated in Hong Kong, engaged in trading of accessories and dissolved by deregistration on 30 October 2020 under Chapter 622; (iii) Master Faith Limited, a private company incorporated in Hong Kong, engaged in retail and dissolved by deregistration on 18 January 2019 under Chapter 622; (iv) Treasure Standard Limited, a private company incorporated in Hong Kong, engaged in retail and dissolved by deregistration on 6 June 2019 under Chapter 622; (v) Try Me (Hong Kong) Limited, a private company incorporated in Hong Kong, engaged in retail and dissolved by deregistration on 26 October 2018 under Chapter 622; (vi) Unique Timepieces (CWB) Company Limited, a private company incorporated in Hong Kong and a retail shop and dissolved by deregistration on 14 September 2018 under Chapter 622; and (vii) United Faith (China) Limited, a private company incorporated in Hong Kong, engaged in investment and dissolved by deregistration on 25 October 2019 under Chapter 622. Ms. Lau has confirmed that Halewinner Retail Holdings Limited, Honourable Rich Limited, Master Faith Limited, Treasure Standard Limited, Try Me (Hong Kong) Limited, Unique Timepieces (CWB) Company Limited and United Faith (China) Limited were inactive and solvent prior to their respective dissolutions.

Ms. Lau has entered into a letter of appointment with the Company as a non-executive Director for a term commencing from 15 December 2023 to 31 December 2024, and she will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Ms. Lau will be entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Lau has interests in 242,560,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lau (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other major appointment and professional qualification; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Lau (i) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).



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## APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

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Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Ms. Lau as a Director that need to be brought to the attention of the Shareholders.

### 5. MS. ZHANG LEIDI

Ms. Zhang Leidi (“**Ms. Zhang**”), aged 44, was appointed as a non-executive director on 12 January 2024. Ms. Zhang obtained a master’s degree in economics from Peking University in July 2003.

Ms. Zhang has over 20 years of experience in equity investment and project management. Ms. Zhang is currently the vice-president (presiding over the work) (副總經理(主持工作)) of China Life Private Equity Investment Company Limited, and serves as a director and/or supervisor in several subsidiaries of China Life Private Equity Investment Company Limited. As at the Latest Practicable Date, China Life Private Equity Investment Company Limited is a wholly-owned subsidiary of China Life Insurance (Group) Company (中國人壽保險(集團)公司), a substantial Shareholder (as defined under the Listing Rules).

Ms. Zhang worked in Roland Berger Strategy Consultants from July 2003 to February 2010, where she successively worked as consultant, senior consultant and project manager. From March 2011 to September 2011, she worked as a part-time consultant in Roland Berger Strategy Consultants. From October 2011 to September 2016, Ms. Zhang worked in China Life Investment Holdings Co., Ltd. (國壽投資控股有限公司), where she successively worked as senior manager, investment director and senior investment director of the direct investment department. Since October 2016, Ms. Zhang has worked in China Life Private Equity Investment Company Limited, successively working as managing director, chairperson of management committee and vice-president (presiding over the work) (副總經理(主持工作)).

From March 2019 to April 2022, Ms. Zhang was a director of Bloomage Biotechnology Corporation Limited (華熙生物科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688363)); from March 2020 to May 2023, Ms. Zhang was a director of Nanjing Vazyme Biotech Co., Ltd. (南京諾唯贊生物科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688105)); from September 2020 to August 2023, Ms. Zhang was a director of Shanghai United Imaging Healthcare Co., Ltd. (上海聯影醫療科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688271)); and since November 2022, Ms. Zhang has been a non-executive director of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司) (a company listed on the Main Board of the Stock Exchange (stock code: 02315)).

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## APPENDIX I INFORMATION ON THE RETIRING DIRECTORS

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Ms. Zhang has entered into a letter of appointment with the Company as a non-executive Director for a term commencing from 12 January 2024 to 31 December 2024, and she will be subject to rotation and re-election at general meeting of the Company in accordance with the by-laws of the Company. She is not entitled to any remuneration from the Company in her capacity as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhang (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not hold any other major appointment or professional qualification.

As at the Latest Practicable Date, Ms. Zhang (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Ms. Zhang as a Director that need to be brought to the attention of the Shareholders.

### 6. MR. YU XUEZHONG

Mr. Yu Xuezhong (“**Mr. Yu**”), aged 66, has been appointed as an independent non-executive Director since June 2015. Mr. Yu is also a member of each of the Nomination Committee and the Remuneration Committee.

Mr. Yu has profound knowledge and extensive experience in teaching, scientific research and clinical experience in emergency medicine. Mr. Yu is currently an assistant to the medical superintendent, a professor in emergency medicine and a supervisor of the emergency medicine division of Peking Union Medical College Hospital (北京協和醫院). He is also the chairman of 中國醫師協會急診醫學分會 (in English, for identification purpose only, The Society of Emergency Medicine of Chinese Medical Doctor Association) and the chairman of 中華醫學會急診醫學分會 (in English, for identification purpose only, The Society of Emergency Medicine of Chinese Medical Association). Mr. Yu graduated from The Fourth Military Medical University (第四軍醫大學) in 1984. He obtained a master degree in medicine from 中國協和醫科大學 (in English, for identification purpose only, China Union Medical University) (now known as Peking Union Medical College (北京協和醫學院)) in 1991.

Mr. Yu has resigned as an independent non-executive director of China Bright Culture Group, a company whose shares are listed on the Main Board of the Stock Exchange (stock Code: 1859) with effect from 15 March 2024.

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) did not hold any other positions with the Company or other members of the Group, and (ii) did not hold any other major appointment and professional qualification. As at the Latest Practicable Date, Mr. Yu (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yu has entered into a letter of re-appointment with the Company as an independent non-executive Director for a term commenced from 1 January 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Mr. Yu is entitled to an emolument of HK\$16,000 per month which was determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Yu as a Director that need to be brought to the attention of the Shareholders.

### 7.     **MR. HAN WENXIN**

**Mr. Han Wenxin** (“**Mr. Han**”), aged 49, has been appointed as an independent non-executive director since 15 August 2022. He obtained a degree of Bachelor of Arts from the University of International Relations in July 1997 and obtained a degree of Master of Science in International Business from the University of Nottingham in December 2007. Mr. Han has been the chairman of CCD Strategy Limited since September 2019. Mr. Han has also been the executive director of Shanghai Hehuang Medical Technology Co., Ltd. since December 2020. Mr. Han is a vice chairman of Hainan Saint Apricot Medical Development Foundation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han (i) did not hold any other positions with the Company or other members of the Group, and (ii) did not hold any other major appointment and professional qualification. As at the Latest Practicable Date, Mr. Han (i) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

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## APPENDIX I      INFORMATION ON THE RETIRING DIRECTORS

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Mr. Han has entered into a letter of re-appointment with the Company as an independent non-executive Director for a term commenced from 15 August 2022 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Mr. Han is entitled to an emolument of HK\$16,000 per month which was determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Han as a Director that need to be brought to the attention of the Shareholders.

### 8.      MR. CHAN WAI KAN

Mr. Chan Wai Kan (“**Mr. Chan**”), aged 66, was appointed as an independent non-executive director on 15 December 2023. He was also appointed as the chairman of the audit committee on 1 January 2024 and a member of the remuneration committee on 12 January 2024.

Mr. Chan holds a Bachelor of Science degree in Economics & Accountancy from City, University of London, United Kingdom, as well as a Master of Business Administration from The Chinese University of Hong Kong. He is a member of both the Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants.

With an extensive background spanning over three decades in financial management, Mr. Chan currently holds the position of executive director at Shui On Investment Company Limited. Additionally, starting from September 1, 2023, he has assumed the role of non-executive director at SOCAM Development Limited, a Main Board-listed company on the Stock Exchange (stock code: 983).

Throughout his professional journey, Mr. Chan has been grateful for the valuable opportunities he has had to make contributions in senior management roles across diverse industries, including real estate development and investment, toy development and marketing, and magazine publishing.

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## APPENDIX I                      INFORMATION ON THE RETIRING DIRECTORS

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As at the Latest Practicable Date, Mr. Chan holds the position of executive director at Shui On Investment Company Limited. Furthermore, he has been serving as a non-executive director of SOCAM Development Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 983), since 1 September 2023. Prior to his current roles, Mr. Chan had the privilege of serving as the managing director of property development department of Early Light International. He also held the position of director of finance at Shui On Land Limited, a company listed on the Main Board of the Stock Exchange (stock code: 272). Additionally, Mr. Chan had contributed his expertise as the chief financial officer of Tishman Speyer in China and the chief financial officer at Playmates Interactive Entertainment Limited (now known as Playmates Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 635).

Mr. Chan has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 15 December 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Mr. Chan will be entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other major appointment and professional qualification; and (iii) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan (i) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (ii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chan as a Director that need to be brought to the attention of the Shareholders.

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## APPENDIX I            INFORMATION ON THE RETIRING DIRECTORS

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### 9.     MR. CHEUNG KA MING

Mr. Cheung Ka Ming (“**Mr. Cheung**”), aged 62, was appointed as an independent non-executive director on 15 December 2023. He was also appointed as the chairman of the remuneration committee on 1 January 2024 and a member of the audit committee on 12 January 2024.

Mr. Cheung received a Bachelor of Science degree from the University of Hong Kong in 1983 and a Master of Business Administration from the City University, London, United Kingdom in 1989. He is experienced in investment and financial services from his previous services in local and multinational financial institutions.

Mr. Cheung has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 15 December 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Mr. Cheung will be entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung (i) does not hold any other position with the Company or other members of the Group; and (ii) does not hold any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Cheung (i) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Cheung as a Director that need to be brought to the attention of the Shareholders.

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## APPENDIX I            INFORMATION ON THE RETIRING DIRECTORS

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### 10.    MR. TSUI WING CHEONG SAMMY

Mr. Tsui Wing Cheong Sammy (“**Mr. Tsui**”), aged 59, was appointed as an independent non-executive director on 15 December 2023. He was also appointed as a member of the nomination committee on 12 January 2024.

Mr. Tsui obtained a Master of Business Administration from The Chinese University of Hong Kong. He was also a mentor in the HKU Media Mentorship Program at the Journalism and Media Studies Center of the University of Hong Kong.

Mr. Tsui founded China Tech Global Limited (now known as China Tech Global (Holdings) Limited) (“**China Tech**”) in 2014 and then started to run the sanitizing business under BioEm Air Sanitizing Technology Company Limited, which is a subsidiary of China Tech. Mr. Tsui founded Golden Wealth Technology Limited (“**Golden Wealth**”) in March 2020, and Golden Wealth became the SenseTime innovation partner and the distributor in Hong Kong and Macau of SenseTime Group Limited. Golden Wealth is engaged in provision of artificial intelligence solutions. The clients of Golden Wealth include Disciplined Services and major infrastructures in Hong Kong.

Mr. Tsui was appointed as an executive director and deputy chief executive officer of Celestial Asia Securities Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1049), with effect from October 2013 and was appointed as the chief executive officer of Celestial Asia Securities Holdings Limited with effect from January 2014 to July 2014. Mr. Tsui was an executive director and the chief executive officer of China Outdoor Media Group Limited (now known as National United Resources Holdings Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 254), from April 2011 to September 2013.

Mr. Tsui was a director of (i) Hayari Curation Company Limited, a private company incorporated in Hong Kong, engaged in provision of marketing consultancy services and dissolved by deregistration on 25 August 2017 under Chapter 622; (ii) Magic Logic By SAS Company Limited, a private company incorporated in Hong Kong, engaged in provision of marketing consultancy services and dissolved by deregistration on 29 March 2019 under Chapter 622; and (iii) Starbase Group Limited, a private company incorporated in Hong Kong and a trading company for paintings and dissolved by striking off on 26 October 2007 under Chapter 32. Mr. Tsui has confirmed that Hayari Curation Company Limited, Magic Logic By SAS Company Limited and Starbase Group Limited were inactive and solvent prior to their respective dissolutions.

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## **APPENDIX I            INFORMATION ON THE RETIRING DIRECTORS**

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Mr. Tsui has entered into a letter of appointment with the Company as an independent non-executive Director for a term commencing from 15 December 2023 to 31 December 2024, and he will be subject to rotation and re-election at general meeting of the Company in accordance with the Bye-laws. Pursuant to the letter of appointment, Mr. Tsui will be entitled to an emolument of HK\$16,000 per month, which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tsui (i) does not hold any other position with the Company or other members of the Group; and (ii) does not hold any other major appointment and professional qualification.

As at the Latest Practicable Date, Mr. Tsui (i) did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meanings ascribed to them in the Listing Rules).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Tsui as an independent non-executive Director that need to be brought to the attention of the Shareholders.



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**APPENDIX II      EXPLANATORY STATEMENT IN RESPECT TO THE REPURCHASE MANDATE**

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This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate proposed to be approved at the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate (i.e. the Repurchase Mandate) to exercise all the powers of the Company to repurchase issued and fully paid Shares in the capital of the Company. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued Shares as at the date of passing the resolution granting the Repurchase Mandate. Such mandate is restricted to repurchases made on the Stock Exchange.

**(I)    SHARE CAPITAL**

As at the Latest Practicable Date, the total Shares in issue comprised 6,773,522,452 Shares. Subject to the passing of the relevant resolution as set out in the notice of the AGM, and assuming no further Shares are or will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to repurchase up to 677,352,245 Shares pursuant to the Repurchase Mandate.

**(II)   REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or 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.

**(III)   FUNDING OF REPURCHASES**

The Company is empowered by the memorandum of continuance of the Company and the Bye-laws to repurchase the Shares. Repurchases will be funded entirely from the funds legally available for that purpose. The laws of Bermuda provide that the repurchase of Shares may only be effected out of the capital paid up on the repurchased Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. Any amount of premium payable on the repurchase over the par value of the Shares to be repurchased must be out of either funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account. Such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

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**APPENDIX II      EXPLANATORY STATEMENT IN RESPECT TO THE REPURCHASE MANDATE**

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The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. There might be an adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 December 2023, the date to which the latest audited consolidated financial statements of the Group were made up, in the event that the Repurchase Mandate is exercised in full.

**(IV) SHARE PRICES**

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

		<b>Price Per Share</b>	
		<b>Highest</b>	<b>Lowest</b>
		<b>HK\$</b>	<b>HK\$</b>
2023	May	0.305	0.280
	June	0.325	0.275
	July	0.350	0.300
	August	0.325	0.290
	September	0.365	0.290
	October	0.350	0.300
	November	0.330	0.290
	December	0.340	0.290
2024	January	0.330	0.270
	February	0.310	0.280
	March	0.310	0.280
	April	0.310	0.270
	May (up to the Latest Practicable Date)	0.285	0.260

**(V)    ADHERENCE TO APPLICABLE REQUIREMENTS**

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda, the memorandum of continuance of the Company and the Bye-laws. Neither this explanatory statement nor the proposed share repurchase described herein has any unusual features.

**(VI)   DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, 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 Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries pursuant to any exercise of the Repurchase Mandate.

No core connected person 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 Repurchase Mandate is approved by Shareholders.

**(VII)   IMPLICATIONS UNDER THE TAKEOVERS CODE**

If on the exercise of the power to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert 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.

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**APPENDIX II EXPLANATORY STATEMENT IN RESPECT TO THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, the following Shareholders are interested in 10% or more of the Shares.

<b>Name of Shareholder</b>	<b>Capacity</b>	<b>Total number of shares interested</b>	<b>Approximate % of shareholding of the Company as at the Latest Practicable Date</b>	<b>Approximate % of total issued Shares if the Repurchase Mandate is exercised in full</b>
CLIG	Beneficial owner	1,785,098,644	26.35%	29.28%
Broad Idea ( <i>Note 1</i> )	Beneficial owner	1,418,576,764	20.94%	23.27%
Dr. Cho Kwai Chee	Interest of a controlled corporation	1,418,576,764	20.94%	23.27%
Dr. Choi Chee Ming	Interest of a controlled corporation/Beneficial owner	1,420,776,764	20.98%	23.31%
Classictime Investments Limited	Beneficial owner	830,742,000	12.26%	13.63%
Minerva Group Holding Limited	Interest of a controlled corporation	830,742,000	12.26%	13.63%

*Notes:*

1. Broad Idea is beneficially owned by Dr. Cho Kwai Chee as to 50.1% and Dr. Choi Chee Ming as to 49.9%.
2. Classictime Investments Limited is a wholly-owned subsidiary of Minerva Group Holding Limited.

To the knowledge of the Directors and on the basis that the total number of shares in which these Shareholders are interested remains the same on a full exercise of the Repurchase Mandate, and that there is no other change in the total number of Shares in issue, none of the above Shareholders will be required to make a general offer under rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the resultant total number of Shares in issue in public hands would be reduced to below 25%.

**(VIII) SHARE REPURCHASES 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Town Health International Medical Group Limited 康健國際醫療集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 3886)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Town Health International Medical Group Limited (“**Company**”) will be held at 11:30 a.m. on Wednesday, 12 June 2024 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong for the purposes of transacting the following businesses:

#### **ORDINARY BUSINESSES**

1. To receive and adopt the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 December 2023.
2. To declare a final dividend of HK0.12 cent per ordinary share in the Company for the year ended 31 December 2023.
3. To re-elect the following retiring directors of the Company:
  - (a) To re-elect Mr. Choi Ka Tsan Karson as a director of the Company;
  - (b) To re-elect Dr. Fok Siu Wing Dominic as a director of the Company;
  - (c) To re-elect Ms. Lee Wai Ling Linda as a director of the Company;
  - (d) To re-elect Ms. Lau Suk Hing Clara as a director of the Company;
  - (e) To re-elect Ms. Zhang Leidi as a director of the Company;
  - (f) To re-elect Mr. Yu Xuezhong as a director of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (g) To re-elect Mr. Han Wenxin as a director of the Company;
  - (h) To re-elect Mr. Chan Wai Kan as a director of the Company;
  - (i) To re-elect Mr. Cheung Ka Ming as a director of the Company; and
  - (j) To re-elect Mr. Tsui Wing Cheong Sammy as a director of the Company.
4. To authorise the board of directors of the Company to fix the directors' remuneration.
5. To re-appoint Moore CPA Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

**AS SPECIAL BUSINESSES**, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

6. **“THAT:**
- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with new ordinary shares in the share capital of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, issue or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make, issue or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(C) the number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the exercise of options granted under any share option scheme of the Company or any scrip dividend providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the number of issued Shares as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased or repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares as at the date of the passing of resolution no.7),

and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

(D) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (C) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (C) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(E) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable law of Bermuda to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase ordinary shares in the share capital of the Company (“**Shares**”), subject to and in accordance with all applicable laws and rules, on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (B) the aggregate number of Shares which may be purchased or repurchased by the Company or agreed to be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (C) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (B) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (B) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (D) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 bye-laws of the Company or any applicable law of Bermuda to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT** conditional upon the passing of resolutions numbered 6 and 7 set out in the notice convening this meeting, the number of ordinary shares in the share capital of the Company (“**Shares**”) which is purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company by resolution numbered 7 set out in the notice convening this meeting be added to the number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to resolution numbered 6 set out in the notice convening this meeting, provided that such Shares shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution.”

By order of the Board  
**Town Health International Medical Group Limited**  
**Kwok Chung On**  
*Company Secretary*

Hong Kong, 17 May 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
6th Floor  
Town Health Technology Centre  
10-12 Yuen Shun Circuit  
Siu Lek Yuen  
Shatin, New Territories  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To ascertain the entitlement of the shareholders of the Company to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Thursday, 6 June 2024 to Wednesday, 12 June 2024, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Wednesday, 5 June 2024.
3. To ascertain the entitlement of the shareholders of the Company to the proposed final dividend for the year ended 31 December 2023, the register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024, both dates inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2023, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 19 June 2024.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 11:30 a.m. on Monday, 10 June 2024 or not less than 48 hours before the time appointed for holding the adjourned meeting.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting concerned and, in such event the instrument appointing a proxy shall be deemed to be revoked.
6. All the above resolutions will be decided by way of poll.
7. If a number 8 or higher typhoon signal or black rainstorm warning is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<https://townhealth.com/>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.  
  
The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
8. References to time and dates in this notice are to Hong Kong time and dates.