

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **EC Healthcare**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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.

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EC Healthcare

醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

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

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 20/F, Devon House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar of the Company, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such an event, the form of proxy will be deemed to be revoked.

31 July 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 23 August 2024 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the Issuing Mandate, the Repurchase Mandate and the extension of Issuing Mandate and the proposed re-election of the retiring Directors
“Article(s)” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	EC Healthcare 醫思健康, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed 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 all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution as set out in the notice of the AGM
“Latest Practicable Date”	24 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution as set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company with par value of HK\$0.00001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



EC Healthcare
醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

Executive Directors:

TANG Chi Fai Eddy (*Chairman*)
LU Lyn Wade Leslie (*Chief Executive Officer*)
LEE Heung Wing Levin (*Chief Financial Officer*)

Non-executive Director:

Luk Kun Shing Ben (*Chief Information Officer*)

Independent non-executive Directors:

MA Ching Nam
LOOK Andrew
AU Tsun

Registered office:

Cricket Square, Hutchins Drive,
PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal place of business:

20/F, Devon House,
Taikoo Place,
979 King's Road,
Quarry Bay,
Hong Kong

31 July 2024

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed, and if thought fit, to be approved at the AGM for, among other things, (i) the grant of the Issuing Mandate and the Repurchase Mandate to the Directors, and the extension of the Issuing Mandate by adding to it the total number of Shares repurchased by the Company under the Repurchase Mandate; and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions of the Shareholder passed on 23 August 2023 at the annual general meeting of the Company held on 23 August 2023, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such mandates will expire at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed separately at the AGM to approve:

- (a) the grant of the Issuing Mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution (i.e. a total of 237,042,253 Shares on the basis that the total number of issued Shares remains unchanged until the date of the AGM);
- (b) the grant of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange or any other stock exchange of which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution (i.e. a total of 118,521,126 Shares on the basis that the total number of issued Shares remains unchanged until the date of the AGM); and
- (c) the extension of the Issuing Mandate by adding the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel Shares repurchased and/or to adopt a framework to (i) allow repurchased Shares to be held in treasury and (ii) govern the resale of Treasury Shares. If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4(A) of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors.

According to Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Mr. Lu Lyn Wade Leslie, Mr. Ma Ching Nam and Mr. Look Andrew shall retire from office at the AGM. All the aforesaid retiring Directors, being eligible, will offer themselves for re-election as Directors at the AGM.

The biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

Among the retiring Directors, Mr. Ma Ching Nam and Mr. Look Andrew are independent non-executive Directors. The Company is of the view that Mr. Ma Ching Nam and Mr. Look Andrew meet the independence guidelines as set out in Rule 3.13 of the Listing Rules and are regarded as independent in accordance with the terms of the guidelines. During the tenure in acting as independent non-executive Directors, Mr. Ma Ching Nam and Mr. Look Andrew have devoted sufficient time and efforts in attending various business affairs of the Company and has rendered valuable contribution to the Group. The Company considers that, having regard to the performance during their past tenure, Mr. Ma Ching Nam and Mr. Look Andrew will be able to continue to contribute as members of the Board and Board committees and will also be able to devote sufficient time in performing their duties as an independent non-executive Directors.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.ehealthcare.com. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024 both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. To be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on Monday, 19 August 2024.

RECOMMENDATION

The Board considers that the proposed grant/extension of the Issuing Mandate, grant of the Repurchase Mandate and re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

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

Yours faithfully
By Order of the Board of
EC Healthcare
Raymond Siu
Company Secretary

This appendix serves as an explanatory statement which contains all the information required under Rule 10.06(1)(b) of the Listing Rules for the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,185,211,265 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase, on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange, a maximum of 118,521,126 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date (excluding any Treasury Shares), during the period in which the Repurchase Mandate is in force.

2. REASONS FOR THE REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and/or any applicable laws, the Articles of Association and the Listing Rules, as the case may be.

4. IMPACT OF REPURCHASE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2024, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which is in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	4.81	3.72
August	4.90	3.58
September	3.95	2.74
October	3.05	2.35
November	2.75	2.02
December	2.15	1.63
2024		
January	1.75	1.12
February	1.86	1.13
March	1.54	1.23
April	1.39	1.15
May	2.18	1.25
June	1.60	1.21
July (up to the Latest Practicable Date)	1.27	0.96

6. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company any Shares if the Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending the resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS.

8. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company repurchasing Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Save as the aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge of the Company, (i) Mr. Tang Chi Fai, (ii) his controlled corporation, namely, Union Medical Care Holding Limited (“**Union Medical Care**”) and (iii) the spouse of Mr. Tang Chi Fai together were interested in 722,204,610 Shares, representing approximately 60.93% of the total issued share capital of the Company. Assuming exercise in full of the Repurchase Mandate by the Directors and there will be no change in the issued share capital of the Company or alterations to the existing shareholding of the said shareholders, the aggregate percentage shareholding of the controlling shareholders will be increased to approximately 67.71% of the total issued share capital of the Company. The Directors believe that such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no present intention of exercising the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the total issued Shares as required under Rule 8.08 of the Listing Rules.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the financial year ended 31 March 2024 up to the Latest Practicable Date.

10. CONFIRMATION OF NO UNUSUAL FEATURES

The Board confirms that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

EXECUTIVE DIRECTOR**Mr. Lu Lyn Wade Leslie**

Mr. Lu Lyn Wade Leslie is an executive director and the chief executive officer of the Company.

Mr. Lu, aged 44, joined the Group in August 2021 and is an executive director and was the co-chief executive officer of the Company. He focuses on Group's high level strategy, systems building, implementation and cultural alignment.

Mr. Lu is a seasoned corporate executive with 22 years of management experience across multiple industry verticals. Mr. Lu worked in Sun Hung Kai Real Estate Agency Limited as Deputy Chief Digital Officer. Before that, Mr. Lu was an executive at Cathay Pacific Airways Limited during 2001–2007 & 2008–2020. His roles include General Manager Digital, General Manager Product, managerial positions in airline planning, cargo, flight operations, customer relationship management as well as oversea station at Thailand, Vietnam and United States.

Mr. Lu graduated from The Hong Kong University of Science and Technology (“HKUST”) with a Bachelor's degree in Civil Engineering in 2001 and a master's degree in Global Finance in 2009 from New York University and HKUST.

Mr. Lu has entered into a service agreement with the Company on 23 August 2021 as an executive director and the co-chief executive officer of the Company for a term of 3 years commencing on 23 August 2021. A supplemental agreement has been entered into between Mr. Lu and the Company on 1 November 2023, pursuant to which Mr. Lu is re-designated as chief executive officer of the Company. Pursuant to the service agreement (as amended), the remuneration of Mr. Lu shall be HK\$400,000 per month plus other discretionary bonus and share options as may be determined by the Board and other terms of appointment shall also remain unchanged. His remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company, taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Lu, the Company's performance and profitability, the remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Lu held 10,000,000 share options in the Company.

Save as disclosed in this announcement, Mr. Lu does not (i) hold any other position with the Company or any other members of the Group; (ii) have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company (each as defined in the Listing Rules); (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) have other major appointments and professional qualifications.

The Board is not aware of any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Mr. Lu that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the holders of securities of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Ma Ching Nam**

Mr. Ma Ching Nam, aged 71, was appointed as our Independent Non-Executive Director on 19 February 2016. Mr. Ma is also a member of each of the Audit Committee and the Remuneration Committee. Mr. Ma has been practising law for more than 41 years. He was admitted as a solicitor in England and Wales, Hong Kong, Australia and Singapore. He currently serves as a consultant of Hastings & Co, Solicitors & Notaries, a law firm in Hong Kong. Mr. Ma is also a Notary Public, China Appointed Attesting Officer and Civil Celebrant. He was the President of the Hong Kong Society of Notaries from 2007 to 2013.

Mr. Ma currently serves as directors of Tai Sang Bank Limited, Heptacontinental Group of companies, Ma Kam Ming Company Limited, Ma Kam Ming Charitable Foundation and Ma's Enterprises Company Limited. He is now an Independent Non-Executive Director of JY Grandmark Holdings Limited (Stock Code: 2231), a company listed on the Main Board of the Stock Exchange. Mr. Ma was also an Independent Non-executive Director of Time Watch Investments Limited (Stock Code: 2033), which is listed on the Main Board of the Stock Exchange, during the period between 10 January 2013 and 24 November 2022. Mr. Ma was Chairman of Po Leung Kuk from 2019 to 2020.

Mr. Ma is a council member of Hong Kong St. John Ambulance. He was appointed as a member of Political and Consultative Conference in Hunan Province, PRC. He was also the past Chairman of St. Paul's Co-educational College Alumni Association. Mr. Ma graduated from the University of Hull with a bachelor of science degree in economics with honours in 1977.

Pursuant to the letter of appointment of Mr. Ma, he is entitled to a remuneration of HK\$240,000 per annum. His remuneration package is determined by the Board based on the recommendation of the Remuneration Committee of the Company taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Ma, the Company's performance and profitability, remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Ma held 300,000 Shares.

Save as disclosed above, Mr. Ma (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election of Mr. Ma that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Ma that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Mr. Look Andrew

Mr. Look Andrew, aged 59, was appointed as our independent non-executive Director on 19 February 2016. Mr. Look is also a member of each of the Nomination Committee and the Remuneration Committee, as well as the chairman of the Audit Committee.

Mr. Look holds a bachelor of commerce degree from the University of Toronto and has over 29 years' experience in the equity investment analysis of Hong Kong and China stock markets. From 2000 to 2008, Mr. Look served in Union Bank of Switzerland (“UBS”) as the head of Hong Kong research, strategy and product. He was rated as the best Hong Kong strategist and best analyst by the Asiamoney magazine, a leading monthly financial and capital markets publication for corporate and finance readers and investors, in 2001, 2002, 2003, 2005, 2006 and 2007. Mr. Look is currently an independent non-executive director of Hung Fook Tong Group Holdings Limited (Stock Code: 1446), CITIC Resources Holdings Limited (Stock Code: 1205) and L.K. Technology Holdings Limited (Stock Code: 558), all of which are listed on the Hong Kong Stock Exchange. He was an independent non-executive director of TCL Communication Technology Holdings Limited (a company delisted on the Hong Kong Stock Exchange on 30 September 2016) from September 2010 to September 2016, an independent non-executive director of Man Sang Jewellery Holdings Limited (Stock Code: 1466, a company listed on the Hong Kong Stock Exchange) from September 2014 to December 2016, an independent non-executive director of Cowell e Holdings Inc. (Stock Code: 1415, a company listed on the Hong Kong Stock Exchange) from April 2017 to December 2018 and an independent non-executive director of Ka Shui International Holdings Limited (Stock Code: 822, a company listed on the Hong Kong Stock Exchange) from December 2009 to May 2024.

Pursuant to the letter of appointment of Mr. Look, Mr. Look is entitled to a remuneration of HK\$220,000 per annum. His remuneration package is determined by the Board based on the recommendation of the Remuneration Committee of the Company taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Look, the Company's performance and profitability, remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Look does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Look (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election of Mr. Look that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Look that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



EC Healthcare

醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of EC Healthcare (the “**Company**”) will be held at 20/F, Devon House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and independent auditors of the Company for the year ended 31 March 2024;
2.
 - (a) To re-elect Lu Lyn Wade Leslie as executive Director;
 - (b) To re-elect Ma Ching Nam as independent non-executive Director;
 - (c) To re-elect Look Andrew as an independent non-executive Director; and
 - (d) To authorize the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of Directors to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of the power of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures

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conferring the rights to subscribe for or otherwise receive Shares), which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares or treasury shares of the Company allotted/transferred or agreed conditionally or unconditionally to be allotted/transferred (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant of options or rights to acquire Shares or an issue of Shares upon exercise of options or rights granted under the existing share option scheme of the Company or similar arrangement for the time being adopted and approved by the shareholders of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time (the “**Articles**”); or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares,

shall not exceed 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provision of, the Listing Rules and applicable laws and regulations.”

- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of the power of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions no. 4 and 5 set out in this notice of annual general meeting, the general mandate referred to in resolution no. 4 above be and is hereby extended by the addition to the total number of Shares which may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued or treasury shares of the Company which may be transferred or agreed conditionally or unconditionally to be transferred by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution no. 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of this resolution.”

Yours faithfully
For and on behalf of the Board of
EC Healthcare
Raymond Siu
Company Secretary

Hong Kong, 31 July 2024

Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholders of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In case of joint registered holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Shares.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed

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for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the meeting or any adjournment thereof should he so wish and in such event, the form of proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. To be entitled to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on Monday, 19 August 2024.
6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on Friday, 23 August 2024, the meeting will be postponed. Shareholders of the Company are requested to read the website of the Company at www.echealthcare.com for details of alternative meeting arrangements. If shareholders of the Company have any queries concerning the alternative meeting arrangements, please call the Company at (852) 3975 4798 during business hours from 9:30 a.m. to 6:30 p.m. on Monday to Friday, excluding public holidays.
7. The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
8. Shareholders of the Company should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Tang Chi Fai, Mr. Lu Lyn Wade Leslie, and Mr. Lee Heung Wing, the non-executive Director is Mr. Luk Kun Shing Ben, and the independent non-executive Directors are Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Au Tsun.