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EC Healthcare
醫思健康

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2138)

**WAIVER UNDER RULE 14A.37 OF THE LISTING RULES
AND
ISSUE OF CONSIDERATION SHARES
UNDER GENERAL MANDATE
AND
DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of the Company dated 29 November 2021 (the “**Announcement**”). Unless the context otherwise stated, capitalised terms used in this announcement have the same meanings as those defined in the Announcement.

WAIVER UNDER RULE 14A.37 OF THE LISTING RULES

As disclosed in the Announcement, the Company has made an application to the Stock Exchange for a waiver from the requirement of the Company to convene a general meeting under Rule 14A.37 of the Listing Rules on the basis that (i) to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder had a material interest in the Acquisition and issue of Consideration Shares, and no Shareholder would be required to abstain from voting if the general meeting of the Company was convened to approve the Acquisition and issue of Consideration Shares; and (ii) the Company has obtained a written approval by Mr. Tang Chi Fai, who was interested or deemed to be interested in 719,779,610 Shares of the Company as disclosed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and such Shares constituted approximately 61.13% of the total number of Shares of the Company as at the date of this announcement, for implementing the Acquisition and issue of Consideration Shares in lieu of convening a general meeting.

On 17 December 2021, the Stock Exchange has granted a waiver from the requirement for the Company to convene a general meeting under Rule 14A.37 of the Listing Rules. Therefore, no

extraordinary general meeting of the Company will be convened for the purposes of considering and approving the Acquisition and issue of Consideration Shares.

ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

The Consideration Shares will be issued and allotted under the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 23 August 2021 (the “**General Mandate**”). Pursuant to the General Mandate, the Company could issue up to 234,579,018 Shares. As at the date of this announcement, no Shares have been allotted and issued by the Company pursuant to the General Mandate.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcement, a circular containing, amongst other things, further information on the terms of the Acquisition and issue of Consideration Shares, a letter from the Independent Board Committee and a letter from the Independent Financial Adviser (the “**Circular**”) will be despatched to the Shareholders on or before 20 December 2021.

As additional time is required for the Company finalise the contents of the Circular to arrange for bulk printing of the Circular, the Company had applied to the Stock Exchange for and the Stock Exchange has granted a waiver from strict compliance with the requirements set out in Rule 14A.46(2) of the Listing Rules for an extension of the date of despatch date of the Circular to on or before 31 December 2021.

By order of the Board
EC Healthcare
Raymond Siu
Company Secretary

Hong Kong, 20 December 2021

As at the date of this announcement, the executive Directors of the Company are Mr. Tang Chi Fai, Mr. Lu Lyn Wade Leslie, Mr. Lee Heung Wing, Ms. Wong Ka Ki Ada, and Mr. Wong Chi Cheung, 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. Lam Chi Hang Josekin.