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New Horizon Health Limited
諾輝健康

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6606)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 9, 2023**

Reference is made to the notice of the annual general meeting (the “AGM Notice”) of New Horizon Health Limited (the “Company”) and the circular of the Company (the “Circular”) both dated April 28, 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 9, 2023

At the AGM held on Friday, June 9, 2023, all the proposed resolutions as set out in the AGM Notice were taken by way of poll. Except for Mr. Danke YU and Prof. Hong WU who were unable to attend the AGM due to other business engagement, all Directors attended the AGM. The Board is pleased to announce that the poll results were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2022.	198,759,725 (99.98%)	37,000 (0.02%)
2(A).	To re-elect Mr. Danke YU as an independent non-executive director of the Company.	182,729,462 (91.92%)	16,067,263 (8.08%)
2(B).	To re-elect Prof. Hong WU as an independent non-executive director of the Company.	198,728,350 (99.97%)	68,375 (0.03%)
2(C).	To re-elect Dr. Donald Kwok Tung LI as an independent non-executive director of the Company.	198,754,850 (99.98%)	41,875 (0.02%)
3.	To authorise the board of directors to fix the remuneration of the directors.	184,604,821 (92.86%)	14,191,904 (7.14%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the board of directors to fix their remuneration.	198,757,225 (99.98%)	39,500 (0.02%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.	140,202,639 (70.53%)	58,594,086 (29.47%)
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.	198,796,725 (100.00%)	0 (0.00%)
7.	To extend, conditional upon the above resolutions 5 and 6 being duly passed, the authority given to the directors of the Company pursuant to the above resolution 5 to allot, issue and deal with additional shares by adding the aggregate number of shares repurchased under the above resolution 6.	140,222,251 (70.54%)	58,574,474 (29.46%)
8.	To recognize the past contributions of Mr. YeQing ZHU to the Group and encourage him to work towards sustainable growth of the Group and shareholder value creation, to approve the conditional grant of 10,835,300 share options to Mr. YeQing ZHU, in accordance with the disclosure in the announcement of the Company dated June 27, 2022, to subscribe for 10,835,300 shares of US\$0.00005 each of the Company at an exercise price of HK\$24.70 per Share under the 2022 share option scheme of the Company adopted on June 24, 2022 (the “ 2022 Share Option Scheme ”), which is comprised of (i) 2,636,300 time-based share options to be vested in 4 years, with 25% to be vested on the first anniversary of the date of conditional grant (i.e. June 27, 2022) (the “ Date of Conditional Grant ”) and the remaining portion of the share options to be vested in the following 36 successive equal monthly installments thereafter; and (ii) 2,733,000 performance-based share options to be vested in the first anniversary of the Date of Conditional Grant in the year of 2023, 2,733,000 performance-based share options to be vested in the second anniversary of the Date of Conditional Grant in the year of 2024, and 2,733,000 performance-based share options to be vested in the third anniversary of the Date of Conditional Grant in the year of 2025, and to give authority to the board of directors to exercise all rights and powers available to it to give full effect to such grant of share options to Mr. YeQing ZHU and the issue of shares upon the exercise of the relevant share options.	167,342,422 (90.09%)	18,401,233 (9.91%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
9.	To recognize the past contributions of Dr. Yiyou CHEN to the Group and encourage him to work towards sustainable growth of the Group and shareholder value creation, to approve the conditional grant of 1,196,800 share options to Dr. Yiyou CHEN, in accordance with the disclosure in the announcement of the Company dated June 27, 2022, to subscribe for 1,196,800 shares of US\$0.00005 each of the Company at an exercise price of HK\$24.70 per Share under the 2022 Share Option Scheme, which is comprised of (i) 552,400 time-based share options to be vested in 4 years, with 25% to be vested on the first anniversary of the Date of Conditional Grant and the remaining portion of the share options to be vested in the following 36 successive equal monthly installments thereafter; and (ii) 214,800 performance-based share options to be vested in the first anniversary of the Date of Conditional Grant in the year of 2023, 214,800 performance-based share options to be vested in the second anniversary of the Date of Conditional Grant in the year of 2024, and 214,800 performance-based share options to be vested in the third anniversary of the Date of Conditional Grant in the year of 2025, and to give authority to the board of directors to exercise all rights and powers available to it to give full effect to such grant of share options to Dr. Yiyou CHEN and the issue of shares upon the exercise of the relevant share options.	167,342,422 (90.09%)	18,401,233 (9.91%)

Notes:

- (a) The full text of the above resolutions appears in the AGM Notice.
- (b) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 9, all resolutions were duly passed as ordinary resolutions.
- (c) As at the date of the AGM, the total number of Shares in issue was 457,591,989 Shares.
- (d) As at the date of the AGM, Ever Thriving Ventures Limited which is the trustee holding 10,017,926 unvested shares under the Pre-IPO Share Incentive Plan on trust for the benefit of participants under the Pre-IPO Share Incentive Plan, is required to abstain from voting on all resolutions at the AGM in accordance with the Listing Rules. Therefore, the total number of Shares entitling the holders to attend and vote on the resolutions numbered 1 to 7 at the AGM was 447,574,063 Shares.
- (e) As disclosed in the Circular and as at the date of the AGM, Mr. YeQing ZHU and his associates, who were interested in a total of 28,146,010 Shares, were considered to have a material interest in respect of the resolution numbered 8 and thus were required to abstain from voting on such resolution at the AGM in accordance with the Listing Rules. Ever Thriving Ventures Limited is also required to abstain from voting on the resolution numbered 8. Therefore, the total number of Shares entitling the holders to attend and vote on the resolution numbered 8 at the AGM was 419,428,053 Shares. Dr. Yiyou CHEN, his associates and all core connected persons of the Company who were interested in a total of 109,221,439 Shares, were considered to have a material interest in respect of the resolution numbered 9 and thus were required to abstain from voting on such resolution at the AGM in accordance with the Listing Rules. Ever Thriving Ventures Limited is also required to abstain from voting on the resolution numbered 9. Therefore, the total number of Shares entitling the holders to attend and vote on the resolution numbered 9 at the AGM was 338,352,624 Shares.

- (f) Save as disclosed above, there were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.
- (g) Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (h) Other than (i) Mr. YeQing ZHU and his associates in respect of the resolution numbered 8, (ii) Dr. Yiyou CHEN, his associates and all core connected persons of the Company in respect of the resolution numbered 9, and (iii) Ever Thriving Ventures Limited as to all resolutions, who are requested to abstain from voting under the Listing Rules, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) All percentage figures are rounded to two decimal places.

By Order of the Board
New Horizon Health Limited
Mr. YeQing ZHU
Chairman

Hong Kong, June 9, 2023

As at the date of this announcement, the Board comprises Mr. YeQing ZHU as Chairman and executive Director, Dr. Yiyou CHEN as executive Director, Mr. Naxin YAO as non-executive Director, and Mr. Danke YU, Prof. Hong WU and Dr. Donald Kwok Tung LI as independent non-executive Directors.