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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Perfect Medical Health Management Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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PERFECT MEDICAL HEALTH MANAGEMENT LIMITED

完美醫療健康管理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1830)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Perfect Medical Health Management Limited (the “Company”) to be held at Shantung Room II, Level 8, Cordis, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 11 August 2023 at 12 noon or any adjournment thereof is set out on pages 17 to 21 of this circular. A form of proxy is enclosed with this circular. 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 to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding 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.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Shantung Room II, Level 8, Cordis, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 11 August 2023 at 12 noon or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular;
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time;
“Board”	the board of Directors;
“Companies Act”	The Companies Act, Cap. 22 (Revised) of the Cayman Islands;
“Company”	Perfect Medical Health Management Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Exchange;
“Director(s)”	the director(s) of the Company;
“Exchange”	The Stock Exchange of Hong Kong Limited;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding 20% of the aggregate number of issued Shares as at the date of resolution approving this mandate;
“Latest Practicable Date”	5 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Exchange;
“Memorandum”	the memorandum of association of the Company, as amended, modified or otherwise supplemented from time to time;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of the resolution approving this mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.



PERFECT MEDICAL

PERFECT MEDICAL HEALTH MANAGEMENT LIMITED

完美醫療健康管理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1830)

Executive Directors:

Dr. Au-Yeung Kong (*Chairman*)

Ms. Au-Yeung Wai

Ms. Au-Yeung Hung

Mr. So Hin Lung

Registered Office:

Cricket Square, Hutchins Drive,

P.O. Box 2681,

Grand Cayman, KY1-1111,

Cayman Islands

Independent non-executive Directors:

Ms. Hsu Wai Man, Helen

Mr. Chi Chi Hung, Kenneth

Ms. Cho Yi Ping

Principal place of business in Hong Kong:

51st Floor,

Langham Place Office Tower,

8 Argyle Street, Mongkok,

Kowloon, Hong Kong

11 July 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be put forward at the AGM including details of, among others, (i) the proposed Issue Mandate; (ii) the proposed Repurchase Mandate; (iii) the extension of the Issue Mandate by adding thereto those Shares repurchased by the Company under the Repurchase Mandate; and (iv) re-election of retiring Directors. Notice of the AGM is set out from pages 17 to 21 of this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM.

As of the Latest Practicable Date, the number of the Shares in issue was 1,256,536,771 and they were all fully paid up. Assuming that there is no change in the number of the Shares in issue during the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued and repurchased pursuant to the Issue Mandate and Repurchase Mandate on the date of passing the aforesaid resolutions will be 251,307,354 Shares and 125,653,677 Shares respectively.

There is no present intention for (i) any issuance of Share pursuant to the Issue Mandate and/or (ii) any repurchase of Share pursuant to the Repurchase Mandate.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The above mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of next annual general meeting of the Company.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of Article 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and every Director shall be subject to retirement at an annual general meeting at least once every three years.

By virtue of article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

LETTER FROM THE BOARD

Code provision B.2.3 of Appendix 14 to the Listing Rules provides that the further appointment of an independent non-executive director should be subject to a separate resolution to be approved by shareholders if such independent non-executive director has been serving the company for more than nine years. Notwithstanding Ms. Hsu Wai Man, Helen (“Ms. Hsu”) and Mr. Chi Chi Hung, Kenneth (“Mr. Chi”) as the independent non-executive Directors for more than nine years, there are no circumstances which are likely to affect independence of Ms. Hsu and Mr. Chi as an independent non-executive Director. As at the Latest Practicable Date, Ms. Hsu and Mr. Chi have been serving as the independent non-executive Directors more than ten years for the Company since December 2011.

The Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that both Ms. Hsu and Mr. Chi remain independent; the nomination committee of the Company has assessed and is satisfied of the independence of Ms. Hsu and Mr. Chi; and the Board considers that both Ms. Hsu and Mr. Chi remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgment. During their tenure as independent non-executive Directors, they have made positive contributions to the Company’s strategies and policies with independent judgement from their areas of expertise. The nomination committee of the Company reviewed their respective skills, knowledge and experience having regard to the nomination policy and the board diversity policy of the Company. The Board considers that their continued tenure with the Company will continue to bring wide range of valuable insights and expertise to the Board for its efficient and effective functioning.

Accordingly, four Directors namely Dr. Au-Yeung Kong, Mr. So Hin Lung, Ms. Hsu Wai Man, Helen and Mr. Chi Chi Hung, Kenneth, shall retire from office by rotation. Dr. Au-Yeung Kong, Mr. So Hin Lung, Ms. Hsu Wai Man, Helen and Mr. Chi Chi Hung, Kenneth, being eligible, will offer themselves for re-election at the AGM. The particulars of Dr. Au-Yeung Kong, Mr. So Hin Lung, Ms. Hsu Wai Man, Helen and Mr. Chi Chi Hung, Kenneth, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Shantung Room II, Level 8, Cordis, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 11 August 2023 at 12 noon is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

PROXY ARRANGEMENT

A proxy form for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Exchange and the Company. 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 to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Article 66 of the Articles of Association and the requirement of Rule 13.39 of the Listing Rules, every resolution submitted to the AGM shall be determined by voting by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 8 August 2023 to Friday, 11 August 2023 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 7 August 2023.

DIRECTORS' RESPONSIBILITY

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 not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including but not limited to the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the aforesaid relevant resolutions as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I to Appendix II to this circular.

By order of the Board
Perfect Medical Health Management Limited
Dr. Au-Yeung Kong
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Exchange to repurchase their Shares on the Exchange subject to certain restrictions.

2. FUNDING OF REPURCHASES

The Directors propose that the repurchase of the Shares under the Repurchase Mandate would be financed from the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong.

Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of the Company's capital.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 March 2023, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued number of Shares comprised 1,256,536,771 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 125,653,677 Shares, representing 10% of the aggregate number of Shares in issue as at the Latest Practicable Date. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting

of the Company is required to be held by law; or (iii) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

4. REASONS FOR REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate, the Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its 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.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the shareholding of the Directors and substantial Shareholders are as follows:

Name of Shareholders	Numbers of Shares held <i>(Note 1)</i>	Approximate percentage of shareholding as at Latest Practicable Date	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Dr. Au-Yeung Kong <i>(Notes 2 & 5)</i>	941,443,768 (L)	74.92%	83.24%
Ms. Au-Yeung Wai <i>(Notes 3 & 5)</i>	827,169,021 (L)	65.82%	73.14%
Ms. Au-Yeung Hung <i>(Notes 4 & 5)</i>	827,169,021 (L)	65.82%	73.14%
Mr. So Hin Lung	140,000 (L)	0.01%	0.01%
Sure Sino Investments Limited <i>(Note 5)</i>	827,169,021 (L)	65.82%	73.14%
Earlson Holdings Limited <i>(Note 5)</i>	208,306,511 (L)	16.57%	18.41%
Perfect Medical Charity Foundation Limited <i>(Note 5)</i>	159,123,029 (L)	12.66%	14.07%

Notes:

1. The letter (L) denotes the person's long position in such securities.
2. Dr. Au-Yeung Kong personally owns 114,274,747 Shares and is deemed to be interested in the 827,169,021 Shares owned by Sure Sino Investments Limited.
3. Ms. Au-Yeung Wai is deemed to be interested in the 827,169,021 Shares owned by Sure Sino Investments Limited.
4. Ms. Au-Yeung Hung is deemed to be interested in the 827,169,021 Shares owned by Sure Sino Investments Limited.
5. Sure Sino Investments Limited beneficially owns 459,739,481 Shares and also it owns the entire issued share capital of Earlson Holdings Limited and Perfect Medical Charity Foundation Limited (formerly known as Market Event Holdings Limited). By virtue of the SFO, Sure Sino Investments Limited is deemed to be interested in the 208,306,511 Shares held by Earlson Holdings Limited and 159,123,029 Shares held by Perfect Medical Charity Foundation Limited, respectively. As Dr. Au-Yeung Kong, Ms. Au-Yeung Wai and Ms. Au-Yeung Hung beneficially own the entire issued share capital of Sure Sino Investments Limited, Dr. Au-Yeung Kong, Ms. Au-Yeung Wai and Ms. Au-Yeung Hung are deemed to be interested in the 827,169,021 Shares held by Sure Sino Investments Limited by virtue of the SFO.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in shareholdings of Dr. Au-Yeung Kong, Ms. Au-Yeung Hung, Ms. Au-Yeung Wai and Sure Sino Investments Limited in the Company may not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Exchange) of the number of issued Shares would be in public hands.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as will result in a takeover obligation being imposed on any Shareholders or the public holding of Shares to be reduced below 25% of the number of issued Shares.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) of the Company has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any 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 Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Exchange in each of the previous twelve calendar months preceding (and including) the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
July	4.29	3.69
August	4.09	3.36
September	4.06	3.28
October	3.44	2.70
November	3.74	2.78
December	4.35	3.66
2023		
January	4.95	4.03
February	4.85	4.00
March	4.30	3.78
April	4.08	3.72
May	3.89	3.25
June	3.95	3.30
July (up to the Latest Practicable Date)	4.14	3.81

The following sets out the particulars of the retiring Directors proposed to be re-elected at the AGM:

EXECUTIVE DIRECTOR

Dr. Au-Yeung Kong

Dr. Au-Yeung Kong (“Dr. Au-Yeung”), aged 51, was appointed as an executive director, the chairman and the chief executive officer of the Company on 11 March 2011. He is also member of each of the remuneration committee and nomination committee of the Company. He is also the director of a number of subsidiaries of the Company. He is principally responsible for the overall management, strategic development and major decision-making. Dr. Au-Yeung founded the Group in 2003 and has strong and solid management and operation experience in medical and aesthetic medical industry. Dr. Au-Yeung graduated from The Chinese University of Hong Kong with a bachelor’s degree in medicine and surgery in 1995. Dr. Au-Yeung is a registered practicing medical practitioner in Hong Kong. Dr. Au-Yeung is the brother of Ms. Au-Yeung Wai and Ms. Au-Yeung Hung.

As at the Latest Practicable Date, Dr. Au-Yeung is interested in 941,443,768 shares in the Company within the meaning of Part XV of the SFO of which 827,169,021 shares are held through Sure Sino Investments Limited, a company beneficially owned by Dr. Au-Yeung, Ms. Au-Yeung Wai and Ms. Au-Yeung Hung. Dr. Au-Yeung also personally owns 114,274,747 shares.

Save as disclosed above, Dr. Au-Yeung has not previously held any position with the Company or any of its subsidiaries, has not been a director in any other listed public companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules) and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Au-Yeung has entered into a service contract with the Company for a term of three years from 10 February 2021 to 9 February 2024, which may be terminated by either party giving to the other not less than 3 months’ prior notice in writing and is subject to the retirement by rotation at the annual general meetings of the Company in accordance with the articles of association. As at the Latest Practicable Date, Dr. Au-Yeung is entitled to a monthly salary of HK\$2,500,000 which was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above, there is no other matter about Dr. Au-Yeung Kong which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.

Mr. So Hin Lung

Mr. So Hin Lung (“Mr. So”), aged 46, has been appointed as the executive director, a member of each of the nomination committee and the remuneration committee of the Company, all with effect from 28 September 2022. He is also the chief financial officer, company secretary and the authorised representative under Rule 3.05 of the Listing Rules of the Company and is responsible for overseeing the finance and accounting, internal control, corporate governance and regulatory compliance of the Company. Mr. So joined the Group in March 2011. Mr. So obtained an executive master degree of business administration from the Chinese University of Hong Kong in 2015 and a master degree of corporate finance from the Hong Kong Polytechnic University in 2013. Mr. So is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining our Group, Mr. So worked with Deloitte Touche Tohmatsu as an audit manager. He has over 18 years of experience in auditing, accounting and corporate finance.

As at the Latest Practicable Date, Mr. So is personally interested in 140,000 shares in the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. So has not previously held any position with the Company or any of its subsidiaries, has not been a director in any other listed public companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules) and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. So has entered into a service contract with the Company for a term of three years from 28 September 2022 to 27 September 2025, which may be terminated by either party giving to the other not less than 3 months’ prior notice in writing and is subject to the retirement by rotation at the annual general meetings of the Company in accordance with the articles of association. As at the Latest Practicable Date, Mr. So is entitled to an annual remuneration of HK\$1,664,000 with year-end bonus which is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above, there is no other matter about Mr. So Hin Lung which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Ms. Hsu Wai Man, Helen**

Ms. Hsu Wai Man, Helen (“Ms. Hsu”), aged 53, was appointed as an independent non-executive director of the Company on 5 December 2011. She is also the chairman of the audit committee of the Company and member of each of the remuneration committee and nomination committee of the Company. Ms. Hsu has more than 20 years’ experience in accounting. Ms. Hsu graduated from The Chinese University of Hong Kong with a bachelor degree in business administration. Ms. Hsu had been working with Ernst & Young for 18 years and was a partner of Ernst & Young before she retired from the firm in February 2011. Ms. Hsu is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Ms. Hsu is currently an independent non-executive director of Richly Field China Development Limited (stock code: 313), China Display Optoelectronics Technology Holdings Limited (stock code: 334), Beijing Gas Blue Sky Holdings Limited (stock code: 6828), all of them are listed on the Main Board of the Exchange, and Perfect Optronics Limited (stock code: 8311), a company listed on GEM of the Exchange.

Ms. Hsu was an independent non-executive director of Harmonicare Medical Holdings Limited (stock code: 1509) from August 2020 to March 2021, a company which was canceled listing on the Main Board of the Exchange on 25 March 2021.

Save as disclosed above, Ms. Hsu has not previously held any position with the Company or any of its subsidiaries, has not been a director in any other listed public companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules) and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Hsu has entered into a letter of appointment with the Company for a term of three years from 10 February 2021 to 9 February 2024, which may be terminated by either party giving to the other not less than 3 months’ prior notice in writing and is subject to the retirement by rotation at the annual general meetings of the Company in accordance with the articles of association. As at the Latest Practicable Date, Ms. Hsu is entitled to a monthly director’s fee of HK\$15,000 which was determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above, there is no other matter about Ms. Hsu which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.

Mr. Chi Chi Hung, Kenneth

Mr. Chi Chi Hung, Kenneth (“Mr. Chi”), aged 54, was appointed as an independent non-executive director of the Company on 5 December 2011. He is also the chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company. Mr. Chi has more than 24 years of experience in accounting and financial control. He holds a Degree of Bachelor of Accountancy from the Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. He is also an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrator in the United Kingdom.

Mr. Chi is currently an independent non-executive director of Hong Kong ChaoShang Group Limited (stock code: 2322), a company listed on the Main Board of the Exchange.

Mr. Chi was an executive director of DeTai New Energy Group Limited (stock code: 559) from January 2010 to March 2020 and an independent non-executive director of Greentech Technology International Limited (stock code: 195) from October 2012 to April 2020, both companies listed on the Main Board of the Exchange. Mr. Chi was also an independent non-executive director of Union Asia Enterprise Holdings Limited (stock code: 8173) (currently known as Hephaestus Holdings Limited) from November 2019 to March 2022, a company listed on GEM of the Exchange.

Save as disclosed above, Mr. Chi has not previously held any position with the Company or any of its subsidiaries, has not been a director in any other listed public companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules) and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chi has entered into a letter of appointment with the Company for a term of three years from 10 February 2021 to 9 February 2024, which may be terminated by either party giving to the other not less than 3 months’ prior notice in writing and is subject to the retirement by rotation at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Chi is entitled to a monthly director’s fee of HK\$15,000 which was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above, there is no other matter about Mr. Chi which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or needs to be brought to the attention of the Shareholders.



PERFECT MEDICAL HEALTH MANAGEMENT LIMITED

完美醫療健康管理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1830)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Perfect Medical Health Management Limited (the “Company”) will be held at Shantung Room II, Level 8, Cordis, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 11 August 2023 at 12 noon for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2023 and the reports of the directors and auditor of the Company.
2. To approve and declare a final dividend for the year ended 31 March 2023.
3. To approve and declare a special dividend for the year ended 31 March 2023.
4.
 - (a) To re-elect Dr. Au-Yeung Kong as an executive director of the Company.
 - (b) To re-elect Mr. So Hin Lung as an executive director of the Company.
 - (c) To re-elect Ms. Hsu Wai Man, Helen as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Chi Chi Hung, Kenneth as an independent non-executive director of the Company.
 - (e) To authorise the board of directors to fix the remuneration of the directors of the Company.
5. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As additional ordinary business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”) (the “Listing Rules”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue on the day of passing this resolution; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time 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, the Companies Act or any applicable law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (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.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on the Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with the Companies Act, all applicable laws and the requirements of the Listing Rules, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the time of passing this resolution; and
- (D) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 Act or any applicable law of the Cayman Islands to be held; or
 - (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 ordinary resolutions nos. 7 and 8 in this notice convening the annual general meeting of the Company, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 8 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said ordinary resolution no. 7 above.”

By order of the Board
Perfect Medical Health Management Limited
Dr. Au-Yeung Kong
Chairman

Hong Kong, 11 July 2023

Executive Directors:

Dr. Au-Yeung Kong (*Chairman*)
Ms. Au-Yeung Wai
Ms. Au-Yeung Hung
Mr. So Hin Lung

Independent non-executive Directors:

Ms. Hsu Wai Man, Helen
Mr. Chi Chi Hung, Kenneth
Ms. Cho Yi Ping

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

NOTICE OF ANNUAL GENERAL MEETING

4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
5. Where there are joint holders of any share, any one of such joint holder may vote either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. The register of members of the Company will be closed from Tuesday, 8 August 2023 to Friday, 11 August 2023 (both dates inclusive) during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 7 August 2023.

The register of members of the Company will be closed from Friday, 18 August 2023 to Tuesday, 22 August 2023 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend and special dividend, all transfers of shares, accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 August 2023.

7. Please refer to Appendix II to the circular of the Company dated 11 July 2023 for the details of the retiring Directors subject to re-election at the AGM.
8. A form of proxy for use at the Meeting is enclosed.