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

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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 stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Universal Health International Group Holding Limited**, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED**  
**大健康國際集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2211)**

**MAJOR TRANSACTION**  
**DISPOSAL OF 100% EQUITY INTEREST IN THE TARGET COMPANY**  
**AND**  
**NOTICE OF EGM**

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Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the EGM to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 30 January 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.uhighl.com](http://www.uhighl.com).

If you do not intend to attend the EGM but wish to exercise your right as a Shareholder, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof if they so wish.

12 January 2024

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – FINANCIAL INFORMATION OF THE GROUP</b> .....	I-1
<b>APPENDIX II – GENERAL INFORMATION</b> .....	II-1
<b>NOTICE OF EGM</b> .....	EGM-1

*Accompanying document – form of proxy*

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, a Sunday and a public holiday) on which banks are generally open for business in Hong Kong
“Completion”	completion of the Equity Transfer Agreement
“Company”	Universal Health International Group Holding Limited (大健康國際集團控股有限公司), a company incorporated in the Cayman Islands, the Shares of which are listed and traded on the Main Board of the Stock Exchange
“Conditions Precedent”	the conditions precedent to the completion of the Equity Transfer Agreement
“Consideration”	the total consideration for the Disposal in the sum of RMB40,000,000 (equivalent to approximately HK\$44,800,000)
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of 100% equity interest in the Target Company
“EGM”	an extraordinary general meeting of the Company to be held, at which to consider and, if appropriate, to approve the ordinary resolution contained in the notice of the EGM which are set out on pages EGM-1 to EGM-2 of this circular
“Equity Transfer Agreement”	the equity transfer agreement entered into between the Vendor as vendor and the Purchaser as purchaser on 3 November 2023 in relation to the Disposal
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third-Party”	a third party independent of, and not connected with, the Company and its connected person
“INED(s)”	the independent non-executive Director(s)

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## DEFINITIONS

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“Latest Practicable Date”	9 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Long Stop Date”	31 January 2024 or such other day as the parties may agree in writing
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Purchaser”	Sifengdeshan Pharmaceutical Limited* (西豐德善藥業有限公司), a company incorporated in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Interest”	the entire registered capital of the Target Company
“Share(s)”	ordinary share(s) of USD\$0.001 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Shenyang Weishi Pharmaceutical Limited* (瀋陽衛世醫藥有限公司), a company incorporated in the PRC with limited liability
“Vendor”	Heilongjiang Jintian Aixin Pharmaceutical Distribution Limited* (黑龍江省金天愛心醫藥經銷有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent

*In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*Unless otherwise specified in this circular, translations of RMB into HK\$ are made in this circular, for illustration only, at the rate of RMB1.00 to HK\$1.12. No representation is made that any amounts in RMB or HK\$ could have been or could be converted at that rate or at any other rates or at all.*

\* *For ease of reference, the names of the PRC established companies or entities have generally been included in this circular in both Chinese and English languages and in the event of inconsistency, the Chinese language shall prevail.*

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## LETTER FROM THE BOARD

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### UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED 大健康國際集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2211)**

*Executive Directors:*

Mr. CHU Chuanfu (*Chairman and Chief Executive Officer*)  
Mr. JIN Dongkun (*Vice Chairman*)  
Mr. ZHAO Zehua

*Registered office:*

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent Non-executive Directors:*

Mr. CHENG Sheung Hing  
Ms. CHIANG Su Hui Susie  
Mr. ZOU Haiyan

*Principal place of business in Hong Kong:*

2404, 24th Floor  
World-Wide House  
19 Des Voeux Road Central  
Central, Hong Kong

12 January 2024

*To the Shareholders*

Dear Sir or Madam,

### **MAJOR TRANSACTION DISPOSAL OF 100% EQUITY INTEREST IN THE TARGET COMPANY AND NOTICE OF EGM**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 3 November 2023 in relation to the Disposal. On 3 November 2023 (after trading hours), the Vendor as vendor and the Purchaser as purchaser entered into the Equity Transfer Agreement, pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to acquire, 100% equity interest in the Target Company at the Consideration of RMB40,000,000 (equivalent to approximately HK\$44,800,000) subject to the terms of the Equity Transfer Agreement. Upon completion of the Disposal, the Target Company will cease to be an indirect wholly-owned subsidiary of the Company.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, further information relating to the Disposal, the notice of the EGM and other information as required under the Listing Rules.

### THE EQUITY TRANSFER AGREEMENT

Principal terms of the Equity Transfer Agreement are summarized below:

**Date** : 3 November 2023 (after trading hours)

**Parties** : (1) the Vendor as vendor; and  
(2) the Purchaser as purchaser

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are Independent Third-Parties.

### Assets to be disposed of

Pursuant to the Equity Transfer Agreement, the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to acquire, the Sale Interest.

As at the date of the Latest Practicable Date, the Target Company is indirectly wholly-owned by the Vendor.

Upon completion of the Disposal, the Target Company will cease to be an indirect wholly-owned subsidiary of the Company.

### The Consideration and payment terms

The Consideration for the Disposal, pursuant to the Equity Transfer Agreement, is RMB40,000,000 (equivalent to approximately HK\$44,800,000), which is to be settled in cash in the following manner:

- (1) a deposit in the sum of RMB10,000,000 (equivalent to approximately HK\$11,200,000) shall be paid within 5 Business Days from the date of the Equity Transfer Agreement;
- (2) a further deposit in the sum of RMB20,000,000 (equivalent to approximately HK\$22,400,000) shall be paid within 5 Business Days from the date of fulfilment of all the Conditions Precedent; and
- (3) the balance of the Consideration in the sum of RMB10,000,000 (equivalent to approximately HK\$11,200,000) shall be paid within 5 Business Days after Completion.

### Basis of the Consideration

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser after taking into account (i) the historical financial performance and position of the business of the Target Company; (ii) the prospect of the business of the Target Company; (iii) the audited net assets attributable to the entire equity interest in the Target Company as at 30 June 2023 of approximately RMB13,389,000

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## LETTER FROM THE BOARD

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(equivalent to approximately HK\$14,996,000) and the net profits of the Target Company for the year ended 30 June 2023; and (iv) the valuation report of the Target Company of RMB40,000,000 prepared by an independent valuer, Asia-Pacific Consulting and Appraisal Limited, under market approach. In view of the net asset value of the Target Company in the sum of RMB13,389,000, the Consideration is in excess of RMB26,611,000 over the net book asset value of the Target Company.

### **Conditions Precedent**

Completion of the Disposal is conditional upon:

- (a) the passing of the requisite resolutions by the Shareholders at EGM for the approval of the Equity Transfer Agreement and the transactions contemplated thereunder;
- (b) the Purchaser having informed the Vendor in writing that it is satisfied with the due diligence results in relation to financial, legal, tax and business aspects of the Target Company;
- (c) the Vendor signed or completed such transfer documents, authorization letter and other documents (including but not limited to equity transfer agreement for use in the PRC and board resolutions of the Target Company and the Vendor approving the Equity Transfer Agreement and the transactions contemplated thereunder) as required for the registration of the Purchaser or its nominee as the owner of the Sale Interest;
- (d) the Equity Transfer Agreement and the transactions contemplated thereunder having been complied with the Articles of Association of the Company and the requirements under the applicable laws, rules and regulations (including the Listing Rules); and
- (e) all warranties, representations and undertakings given by the Vendor shall remain true, accurate and not misleading from the date of the Equity Transfer Agreement to the date of Completion.

Pursuant to the Equity Transfer Agreement, the parties shall use their best endeavors to fulfill the Conditions Precedent. If any of the Conditions Precedent has not been fulfilled before the Long Stop Date, the Purchaser shall not be obliged to complete the purchase of the Sale Interest and the Equity Transfer Agreement shall immediately cease and determined and any party to the Equity Transfer Agreement shall have the right to claim against the other for any antecedent breaches of the terms thereof. However, the Purchaser may choose to continue to complete the purchase of the Sale Interest and request the Vendor to fulfill any of the outstanding Conditions Precedent after Completion. In addition, any party to the Equity Transfer Agreement shall have the right to claim against the other for loss and damage as a result of not using their best endeavors to fulfill any of the Conditions Precedent.

### **Completion**

Completion shall take place within 3 Business Days (or such other later date as agreed between the parties) upon the Conditions Precedent being satisfied, fulfilled and/or waived (as the case may be).

Completion shall take place as soon as practicable but in any event not later than the Long Stop Date.

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## LETTER FROM THE BOARD

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### INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in the PRC. As at the Latest Practicable Date, the entire equity interest in the Target Company is held as to 100% by the Vendor.

The Target Company, incorporated on 27 October 2003 with registered share capital of RMB5 million, is principally engaged in the wholesaling drugs and other pharmaceutical products in the PRC.

Set out below is a summary of the audited financial information of the Target Company recognized on the consolidated financial statements of the Company:

	<b>For the year ended 30 June 2023</b>	<b>For the year ended 30 June 2022</b>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(approximately)</i>	<i>(approximately)</i>
Profit before taxation	4,358	687
Profit after taxation	5,433	687

### INFORMATION OF THE PURCHASER

The Purchaser is a company incorporated in the PRC whose principal business is engaged in production of pharmaceutical products. To the best knowledge of the Company after making reasonable enquiry to the Purchaser, the ultimate beneficial owners of the Purchaser are Feng Jun and Wang Gang holding as to 60% and 40% of the registered capital respectively.

### FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

Upon completion of the Disposal, the Group will cease to hold any equity interest in the Target Company and the Target Company will cease to be a subsidiary of the Company. The Company estimates to record an investment gain of not less than HK\$29,804,000 (before tax and based on the audited consolidated net assets attributable to the entire equity interest in the Target Company as at 30 June 2023) upon Completion (the actual amount of which is subject to the audit results), and the cash flow of the Company will be increased by approximately HK\$42,362,000.

The above financial impact is shown for illustrative purpose only and the final gain or loss as a result of the Disposal to be recorded by the Company is subject to the audit results which will be assessed after Completion.

The Directors currently intend to apply the net proceeds from the Disposal (after deducting relevant costs and expenses in connection with the Disposal) as general working capital of the Group.

### REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in the distribution and retail of drugs and other pharmaceutical products in the northeastern region of the PRC.

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## LETTER FROM THE BOARD

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With a view to strengthen the Group's cashflow position so as to satisfying the Group's capital needs, it was resolved by the Board to proceed with the Disposal.

In addition, the Company is of the view that through the Disposal, the Company will be able to optimize and adjust its asset structure to increase the liquidity of assets, improve the efficiency of the use of the Company's assets and gain certain benefits therefrom. As such, the Board considers that the Disposal is in the interest of the Company and the Shareholders as a whole.

Notwithstanding the Disposal, the remaining Group will continue engaging in wholesale business in regions other than Shenyang City. Given that the market in Shenyang City is relatively smaller compared to that of in other regions, the competition among the wholesalers in Shenyang City is fierce. Besides, among the operating subsidiaries of the Group, for the year ended 30 June 2023, the Target Company contributed the least revenue. With a view to focusing on the Group's wholesale businesses in other regions while satisfying its capital needs, the Directors consider it an appropriate time to proceed with the Disposal.

The Company confirms that the Disposal will not cause any impact on the retail business of the Group given the fact that the customers and the product supplies in the Group's retail business are not derived from the business of the Target Company.

In view of the foregoing, the Directors consider that the terms of the Equity Transfer Agreement are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

### **LISTING RULE IMPLICATIONS**

As the highest applicable percentage ratio in respect of the Disposal under the Equity Transfer Agreement exceeds 25%, but less than 75%, the Disposal constitutes a major transaction of the Company pursuant to Rule 14.06(3) of the Listing Rules and is therefore subject to reporting, announcement, circular and Shareholders' approval requirement under Chapter 14 of the Listing Rules.

Any Shareholder and his/her close associate(s) with a material interest in the Disposal shall abstain from voting on the resolution approving the Disposal in the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders or any of their respective close associates have any material interest in the Disposal; and therefore, none of them will be required to abstain from voting on the relevant resolution to approve the Disposal at the EGM.

**Completion of the Disposal is conditional upon the satisfaction of the Conditions Precedent. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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## LETTER FROM THE BOARD

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### EGM

Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the EGM to be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road Tiexi District, Shenyang City, Liaoning Province, PRC at 10:00 a.m. on Tuesday, 30 January 2024 at which an ordinary resolution will be proposed to consider and, if thought fit, approve the Disposal.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.uhighl.com>). If you do not intend to attend the EGM but wish to exercise your right as a Shareholder, you are required to complete and sign in accordance with the instructions stated thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjournment if you so wish. In such event, the form of proxy should be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution will be voted on by way of poll at the EGM and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors (including the INEDs) are of the opinion that the terms of the Equity Transfer Agreement and the transaction contemplated thereunder are on normal commercial terms which have been made on an arm's length basis and are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution in relation to the Equity Transfer Agreement and the transaction contemplated thereunder to be proposed in the EGM.

### GENERAL

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English text of this circular will prevail.

### FURTHER INFORMATION

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

Yours faithfully,  
By Order of the Board  
**Universal Health International Group Holding Limited**  
**CHU Chuanfu**  
*Chairman and Executive Director*

### 1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for the three years ended 30 June 2023 are disclosed in the following documents which are published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.uhighl.com](http://www.uhighl.com).

- (a) Annual report of the Company for the financial year ended 30 June 2021  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/1021/2021102100601.pdf>
- (b) Annual report of the Company for the financial year ended 30 June 2022  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/1020/2022102000651.pdf>
- (c) Annual report of the Company for the financial year ended 30 June 2023  
<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1019/2023101900324.pdf>

### 2. INDEBTEDNESS STATEMENT

As at the close of business on 17 November 2023, being the Latest Practicable Date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had indebtedness totaling approximately RMB43,054,000 comprising the following:

	<i>RMB'000</i>
Loan advanced from an associate, unsecured	40,000
Interest payables on loan advanced from an associate	2,558
Lease liabilities	496
	<hr/>
	43,054
	<hr/> <hr/>

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, at 17 November 2023, the Group did not have outstanding indebtedness or any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptable credits, debentures, mortgages, charges, leases liabilities or hire purchases commitments, guarantees, material covenants, or other material contingent liabilities.

### 3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the presently available resources, the banking facilities available to the Group, the internally generated funds as well as the proceeds from the Disposal, the Group will have sufficient working capital to satisfy its requirements for at least next 12 months following the Latest Practicable Date.

**4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in the distribution and retail of drugs and other pharmaceutical products in the northeastern region of the PRC. There is no change in the Group's activities since 30 June 2023, being the date on which the latest published audited consolidated financial statement of the Group were made up, and it is not expected to be any change to the Group's principal business as a result of the Completion.

Upon the Completion, the Company will cease to hold any equity interests in the Target Company, which is principally engaged in the wholesaling drugs and other pharmaceutical products in the PRC. Looking ahead, the Group is optimistic to its business prospect in the pharmaceutical healthcare field as the Group has been actively promoting the development of traditional physical retail chain stores and distribution network and endeavored to explore new business model.

Resulting from relaxation of epidemic prevention and control, public demand for medicine consumption rose for a time which drove the relevant domestic industries began to recover. The employees of the Group's retail chain stores stand fast on their posts to provide medicine sales services to local people, actively organize the supply of goods and equip people with urgently needed anti-epidemic medicines and equipment. In some areas, telephone ordering for home delivery of medicine and/or mobile internet reservation for products had been carried out in order to maintain business continuity and form a complementary online and offline operation model.

## 1. 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 Group. 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.

## 2. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive are taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"), were as follows:

Name of Director	Nature of Interest	Number and class of Shares/ underlying Shares	Approximate percentage of shareholding <i>(Note 6)</i>
Chu Chuanfu	Beneficial owner	7,430,201 (Long Position)	1.11%
	Interest of a controlled corporation	90,701,495 (Long Position)	13.59%
Zhao Zehua	Beneficial owner <i>(Notes 1 &amp; 2)</i>	723,400 (Long Position)	0.11%
Jin Dongkun	Beneficial owner <i>(Notes 1 &amp; 3)</i>	580,000 (Long Position)	0.09%
Cheng Sheung Hing	Beneficial owner <i>(Notes 1 &amp; 4)</i>	50,000 (Long Position)	0.01%
Chiang Su Hui Susie	Beneficial owner <i>(Notes 1 &amp; 4)</i>	50,000 (Long Position)	0.01%
Zou Haiyan	Beneficial owner <i>(Notes 1 &amp; 5)</i>	50,000 (Long Position)	0.01%

*Notes:*

- 1) In September 2017, the Company granted a total of 20,000,000 share options (the "Share Options 2017") to 20 eligible participants which include 3 executive Directors, 1 former executive Director and an associate (as defined under Rule 17.06A of the Listing Rules) of a former executive Director. All the Share Options 2017 were accepted by the grantees under the rules of the Share Option Scheme.

In March 2019, the Company granted a total of 30,000,000 share options (the “Share Options 2019”) to 50 eligible participants which include 6 Directors, 1 former Director and an associate (as defined under Rule 17.06A of the Listing Rules) of a former Director. All the Share Options 2019 were accepted by the grantees under the rules of the Share Option Scheme.

- 2) Mr. Zhao Zehua beneficially owned 443,400 Shares and was the grantee of 280,000 Share Options 2017 under the Share Option Scheme. Pursuant to the Share Option Scheme, 280,000 Shares will be issued upon exercise of such Share Options.
- 3) Mr. Jin Dongkun beneficially owned 300,000 Shares and was granted 280,000 Share Options 2017 under the Share Option Scheme. Pursuant to the Share Option Scheme, he is entitled to subscribe for 280,000 Shares upon exercise of such Share Options.
- 4) Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie were each granted 50,000 Share Options 2019 under the Share Option Scheme. Pursuant to the Share Option Scheme, each of them is entitled to subscribe for 50,000 Shares upon exercise of such Share Options 2019.
- 5) Mr. Zou Haiyan beneficially owned 50,000 Shares which were exercised from the Share Options 2019 under the Share Option Scheme.
- 6) As at the Latest Practicable Date, there were 667,549,632 Shares in issue.

### 3. SUBSTANTIAL SHAREHOLDERS’ INTEREST IN SECURITIES

As at the Latest Practicable Date, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name	Capacity/Nature of Interest	Number and class of Shares/ underlying Shares	Approximate percentage of shareholding as at the Latest Practicable Date <sup>(Note 3)</sup>
LEE Funglun	Beneficial owner <sup>(Note 1)</sup>	24,240,518 (Long Position)	3.63%
Asia Health Century International Inc.	Beneficial owner <sup>(Note 2)</sup>	90,701,495 <sup>(Note 3)</sup> (Long Position)	13.59%

Notes:

- (1) As previously confirmed by Mr. Lee Funglun, the 24,240,518 Shares held by him was bought from Zhongrong International Alternative Asset Management Limited on 26 February 2019. No further disclosure of interest has been filed by him thereafter despite that his interest in the Company falls below 5%.
- (2) Asia Health Century International Inc. is wholly-owned by Global Health Century International Group Ltd. which is in turn wholly-owned by Mr. Chu Chuanfu, the chairman of the Board and an executive Director.

(3) As at the Latest Practicable Date, there were 667,549,632 Shares in issue.

#### **4. LITIGATION**

As at the Latest Practicable Date, no member of the Group was involved in any litigation or claims of material importance nor was any litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

#### **5. MATERIAL ADVERSE CHANGE**

The Directors confirm that, as at the Latest Practicable Date, there had been no material adverse change in the financial or trading position of the Group since 30 June 2023, being the date to which the latest published audited financial statements of the Group were made up.

#### **6. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had a service contract with the Company which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.

#### **7. MATERIAL CONTRACTS**

Save for the Equity Transfer Agreement, no member of the Group has entered into any contracts, not being contracts entered into in the ordinary course of business, within the two years immediately preceding the date of this circular, and are or may be material.

#### **8. EXPERT AND CONSENT**

The following experts have been named in this circular or have given opinion or advice which are contained in this circular:

<b>Name</b>	<b>Qualification</b>
Mazars CPA Limited	Certified Public Accountants
Asia-Pacific Consulting and Appraisal Limited	Independent valuer

As at the Latest Practicable Date, each of the above experts:

- (a) has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and/or report (as the case may be) and references to its names, in the form and context in which they respectively appear;
- (b) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares, convertible securities, warrants, options or derivatives, which carry voting rights in any member of the Group; or

- (c) did not have any interest, either directly or indirectly, in any assets which have been, since the date to which the latest published audited financial statements of the Company were made up (i.e. 30 June 2023), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

## **9. COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or any of their respective associates have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

## **10. DIRECTORS' INTERESTS**

As at the Latest Practicable Date, there had been no transactions, arrangements and contracts of significance since 30 June 2023 (being the date to which the latest published audited consolidated financial statements of the Group were made up) in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director of the Company or his or her connected entities had a material interest, whether directly or indirectly.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interests in any assets which had since 30 June 2023 (being the date to which the latest published audited consolidated financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or was proposed to be acquired or disposed of by or leased to any member of the Group.

## **11. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.uhighl.com>) for the period of 14 days from the date of this circular:

- (a) the Equity Transfer Agreement;
- (b) the valuation report from Asia-Pacific Consulting and Appraisal Limited; and
- (c) the letters of consent from the experts referred to in paragraph 8 in this appendix.

## **12. MISCELLANEOUS**

- (a) The registered office of the Company is situated at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.
- (b) The headquarter of the Company is situated at No. 14-1, Bei Yi Zhong Road, Tiexi District, Shenyang City, Liaoning Province, the PRC.

- (c) The principal place of business in Hong Kong is situated at Room 2404, 24th Floor, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong.
- (d) The principal share registrar and transfer office of the Company is Maples Fund Services (Cayman) Limited, situated at PO Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands.
- (e) The share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investors Services Limited, situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (f) The secretary of the Company is Ms. HUI Kit Ying. Ms Hui is a practising certified public accountant of the Hong Kong Special Administrative Region and a member of the Hong Kong Institute of Certified Public Accountants. Ms Hui holds a Bachelor of Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University.
- (g) In the event of any inconsistency, the English texts of this circular shall prevail over their respective Chinese texts.

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## NOTICE OF EGM

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### UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED 大健康國際集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2211)**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**Meeting**”) of Universal Health International Group Holding Limited (the “**Company**”) will be held at Conference Room, 2nd Floor, No. 14-1 Bei Yi Zhong Road Tiexi District, Shenyang City, Liaoning Province, PRC on Tuesday, 30 January 2024 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**”

- (i) the equity transfer agreement dated 3 November 2023 entered into between Heilongjiang Jintian Aixin Pharmaceutical Distribution Limited\* (黑龍江省金天愛心醫藥經銷有限公司) as vendor and Sifengdeshan Pharmaceutical Limited\* (西豐德善藥業有限公司) as purchaser relating to the sale and purchase of 100% equity interest in Shenyang Weishi Pharmaceutical Limited\* (瀋陽衛世醫藥有限公司) (the “**Agreement**”) be and are hereby ratified, confirmed and approved; and
- (ii) any one director of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Agreement referred to in paragraph (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders.”

By Order of the Board

**Universal Health International Group Holding Limited**

**CHU Chuanfu**

*Chairman and Executive Director*

Hong Kong, 12 January 2024

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## NOTICE OF EGM

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*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business in Hong Kong:*

2404, 24th Floor  
World-Wide House  
19 Des Voeux Road Central  
Central, Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on 28 January 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if they so wish.