
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Sinohealth Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Sinohealth Holdings Limited
中康控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2361)

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) DECLARATION OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Sinohealth Holdings Limited to be held at Meeting Room, 7th Floor, Rykadan Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 19 June 2024 at 3:00p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Sinohealth Holdings Limited's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

24 April 2024

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to Sinohealth Holdings Limited. The Directors (as defined herein), 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.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Meeting Room, 7th Floor, Rykadan Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 19 June 2024 at 3:00p.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Sinohealth Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands on 4 March 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 July 2021
“Director(s)”	director(s) of the Company
“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 People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of USD0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD

Sinohealth Holdings Limited 中康控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2361)

Executive Directors:

Mr. Wu Yushu (*Chairman*)

Ms. Wang Lifang

Non-executive Director:

Mr. Fu Haitao

Independent Non-executive Directors:

Ms. Wang Danzhou

Ms. Du Yilin

Mr. Wei Bin

Registered Office:

89 Nexus Way

Camana Bay

Grand Cayman KY1-9009

Cayman Islands

Principal Place of Business in

Hong Kong:

Room 732, 7th Floor, Rykadan Tower

135 Hoi Bun Road, Kwun Tong

Kowloon

Hong Kong

24 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND DECLARATION OF FINAL DIVIDEND

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the declaration of final dividend.

GENERAL MANDATES

At the annual general meeting of the Company held on 19 June 2023, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares in issue as of the date of passing of the relevant resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue as of the date of passing of the relevant resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

LETTER FROM THE BOARD

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or the Companies Act or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. The Directors would therefore like to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 5 to 6 set out in the notice of AGM on pages 14 to 17 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 451,770,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 90,354,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Wu Yushu, Ms. Wang Lifang, Mr. Fu Haitao, Ms. Wang Danzhou, Ms. Du Yilin and Mr. Wei Bin.

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting by rotation at least once every three years. Accordingly, Ms. Wang Lifang and Ms. Du Yilin will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed and considered each retiring Directors' respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE AND THE BOARD IN RESPECT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR TO BE RE-ELECTED

The Nomination Committee has considered Ms. Du Yilin's extensive experience in accounting industry, her working profile and other experience and factors as set out in her biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Ms. Du Yilin has the requisite character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively. The Board is of the view that her re-election as an independent non-executive Director would be in the interests of the Company and its Shareholders as a whole. Furthermore Ms. Du Yilin, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During her tenure, she has demonstrated her ability to provide an independent view on the Company's matters. The Nomination Committee is of the view that she is able to continue to fulfill her role as an independent non-executive Director and thus recommends her to the Board for it to propose to Shareholders her re-election at the AGM.

DECLARATION OF FINAL DIVIDEND

As stated in the announcement of the Company dated 28 March 2024 relating to, among others, the consolidated annual results of the Group for the year ended 31 December 2023, the Board has recommended the payment of a final dividend of HK7.25 cents per Share for the year ended 31 December 2023 (the "**Proposed Final Dividend**") to Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 27 June 2024. Subject to the approval of Shareholders at the AGM, it is expected that the final dividend will be payable on or around Wednesday, 25 September 2024 .

The Board confirms that with respect to the dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid.

For determining the entitlement to the Proposed Final Dividend (subject to the approval by Shareholders at the AGM), the register of members of the Company will be closed from Wednesday, 26 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period, no transfer of shares will be registered. In order to be qualified for the Proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 June 2024.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 14 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2024.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the declaration of final dividend, the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Sinohealth Holdings Limited
Wu Yushu
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 451,770,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 45,177,000 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES OF SHARES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months preceding and up to the Latest Practicable Date were as follows:

	Share price (per Share)	
	Highest	Lowest
	HK\$	HK\$
2023		
April	5.400	4.300
May	5.100	4.300
June	4.680	3.500
July	5.500	4.550
August	5.590	5.010
September	5.170	4.500
October	5.140	4.370
November	5.160	4.560
December	5.550	3.620
2024		
January	6.000	5.340
February	5.930	5.560
March	5.900	5.000
April (up to and including the Latest Practicable Date)	5.450	5.400

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors undertake that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands and that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the power to repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting-in-concert, 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, as per register required to be kept by the Company under section 336 of the SFO, to the best of the Directors' knowledge, having made reasonable enquiry, the following Shareholder's interests in the issued Shares are as below:

Name of Shareholder	Capacity	Number of Shares held (Long position)	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercise in full on the date of the Annual General Meeting
Mr. Wu Yushu	Interest in controlled corporation and interest of spouse	268,987,500	59.54%	66.16%
Ms. Wang Lifang	Interest in controlled corporation and interest of spouse	268,987,500	59.54%	66.16%
Wellmark Link Limited (盈連有限公司)	Beneficial owner and interest in controlled corporation	248,737,500	55.06%	61.18%
WLF Investment Holdings Limited	Beneficial owner and interest in controlled corporation	87,750,000	19.42%	21.58%
Rikan Industry Investment Limited Partnership	Beneficial owner	67,500,000	14.94%	16.60%
Montesy Capital Holding Ltd	Beneficial owner	68,512,500	15.17%	16.85%
Ms. Wu Meirong	Interest of spouse	68,512,500	15.17%	16.85%
Mr. Li Hanxiong	Interest in controlled corporation	68,512,500	15.17%	16.85%
Mr. Yu Rong	Interest in controlled corporation	22,854,250	5.06%	5.62%
Shanghai Tianyi Assets Management Co., Ltd (上海天億資產管理有限公司)	Interest in controlled corporation	22,854,250	5.06%	5.62%
Futu Trustee Limited	Trustee	42,650,000	9.44%	10.49%

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

In the event that the Directors exercise in full to repurchase Shares under the Repurchase Mandate, the above Shareholders would not be obliged to make a general offer under the Takeover Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect the repurchases to such extent as would result in the amount of Shares held by the public to be reduced to less than 25%.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTOR

Ms. Wang Lifang (王莉芳), aged 49, is an executive Director and the chief operating officer of the Company. Ms. Wang is responsible for overseeing the day-to-day operations and management of the Group. Ms. Wang has served as an executive Director of the Company since 3 June 2021 and is also a member of the Remuneration Committee. She currently holds directorship in Sinohealth Information. Ms. Wang has over 20 years of experience in healthcare information and data analysis industry. From July 1997 to December 2007, Ms. Wang held several positions, including vice general manager of the operating company of Medical and Pharmaceutical Economic Newspaper hosted by SMERI and a journalist of the said newspaper. In December 2008, she joined Sinohealth Information to assist Mr. Wu in the business development of the Group and has since engaged as the director and executive general manager.

Ms. Wang obtained a bachelor's degree in international economics from Harbin Institute of Technology in the PRC in July 1997.

Ms. Wang is the spouse of Mr. Wu, the chairman and chief executive officer and an executive Director.

Ms. Wang as an executive Director has entered into a service agreement with the Company for a term of three years, with effect from 27 April 2022. Ms. Wang is entitled to receive total salary of RMB96,000 per annum and discretionary bonus for her position(s) in the Group. Ms. Wang's appointment is subject to the provisions of retirement and rotation of directors under the Company's articles of associations and the applicable Listing Rules.

As at the Latest Practicable Date, within the meaning of Part XV of the Securities and Futures Ordinance, Ms. Wang is interested in (i) 20,250,000 Shares held through WLF Investment Holdings Limited, a company wholly owned by Ms. Wang; (ii) 67,500,000 Shares held through Rikan Industry Investment Limited Partnership, a company which Ms. Wang holds approximately 62.89% interests through WLF Investment Holdings Limited and (iii) the 181,237,500 Shares in which Mr. Wu Yushu, her spouse, is interested.

As of the date of the Latest Practicable Date, save as disclosed above, Ms. Wang has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Du Yilin (杜依琳), aged 39, was appointed as our independent non-executive Director, and a member of the Audit Committee, the Remuneration Committee and Nomination Committee on 27 April 2022. Ms. Du is responsible for supervising the management of the Group and providing independent judgment to the Board.

From September 2007 to May 2014, Ms. Du worked as a senior auditor at PricewaterhouseCoopers Zhong Tian LLP Guangzhou office. From May 2014 to April 2016, Ms. Du served as the chief financial officer of Kangze Pharmaceutical Co., Ltd (stock code: 831397). From October 2017 to January 2019, Ms. Du worked as a project director for healthcare mergers and acquisitions department at Fosun United Health Insurance Co., Ltd, a wholly-owned subsidiary of Fosun International Limited (stock code: 0656). Since January 2019, Ms. Du has served as the chief financial officer of Guangdong Hemai Hospital Management Co., Ltd.

Ms. Du obtained a bachelor's degree in accounting from Sun Yat-sen University, and a master's degree in health economics from the University of Queensland in Australia. Ms. Du has been a non-practicing member of The Chinese Institute of Certified Public Accountants, and was admitted as a certified accountant from the Australian Society of Certified Practising Accountants in December 2018.

Ms. Du as a non-executive Director has entered into a service agreement with the Company for a term of three years, with effect from 27 April 2022. Ms. Du is entitled to receive total salary of RMB96,000 per annum and discretionary bonus for her position(s) in the Group. Ms. Du's appointment is subject to the provisions of retirement and rotation of directors under the Company's articles of associations and the applicable Listing Rules.

As at the Latest Practicable Date, within the meaning of Part XV of the Securities and Futures Ordinance, Ms. Du is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Ms. Du has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

NOTICE OF ANNUAL GENERAL MEETING

Sinohealth Holdings Limited 中康控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2361)

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Sinohealth Holdings Limited (the “**Company**”) will be held at Meeting Room, 7th Floor, Rykadan Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 19 June 2024 at 3:00 p.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK7.25 cents per share of the Company for the year ended 31 December 2023.
3.
 - (i) To re-elect Ms. Wang Lifang as a Director.
 - (ii) To re-elect Ms Du Yilin as a Director.
 - (iii) To authorise the board of Directors to fix the remuneration of Directors.
4. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of Directors to fix its remuneration.
5. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by 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 USD0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied 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 the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
Sinohealth Holdings Limited
Wu Yushu
Chairman

Hong Kong, 24 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2024.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must 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 seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103 B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
5. With respect to resolution no. 3 of this notice, Ms. Wang Lifang and Ms. Du Yilin shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 24 April 2024.
6. As at the date of this notice, the board of Directors comprises Mr. Wu Yushu and Ms. Wang Lifang as executive Directors, Mr. Fu Haitao as non-executive Director, Ms. Wang Danzhou, Ms. Du Yilin and Mr. Wei Bin as independent non-executive Directors.