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

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**If you are in any doubt** as to any aspect of 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 advisers.

**If you have sold or transferred** all your shares in Dingdang Health Technology Group Ltd., you should at once hand this circular and the accompanied 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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**DINGDANG HEALTH TECHNOLOGY GROUP LTD.****叮噹健康科技集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 09886)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE SHARES  
AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Dingdang Health Technology Group Ltd. to be held at 3:00 p.m. on Tuesday, May 28, 2024 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC, is set out on pages 24 to 28 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanied form of proxy in accordance with the instructions printed thereon to 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 and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. on Sunday, May 26, 2024 (Hong Kong time)) 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

April 25, 2024

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## DEFINITIONS

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*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 held at 3:00 p.m. on Tuesday, May 28, 2024 at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC or any adjournment thereof, notice of which is set out on pages 24 to 28 of this circular
“Articles of Association” or “Articles”	the third amended and restated articles of association of the Company conditionally adopted on August 25, 2022 with effect from September 14, 2022 and currently in effect
“associate(s)”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Dingdang Health Technology Group Ltd., an exempted company incorporated in the Cayman Islands with limited liability on August 20, 2014, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 09886)
“Controlling Shareholders Group”	a group of controlling shareholders (as defined in the Listing Rules) of the Company, including Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation and Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited, and Go Far Limited
“Dingdang Medicine Express Technology”	Dingdang Medicine Express Technology Group Ltd. (叮当快药科技集团有限公司), a company incorporated under the laws of the PRC on September 2, 2014 with limited liability and a consolidated affiliated entity, which is a holding company of all the other consolidated affiliated entities of our Group
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Group”	the Company, its subsidiaries and its consolidated affiliated entities
“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
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares not exceeding in aggregate 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 buy-back by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	April 17, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	September 14, 2022, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company conditionally adopted on August 25, 2022 with effect from September 14, 2022 and currently in effect
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company as proposed to be adopted at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme adopted by the Company on May 1, 2020
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Prospectus”	the prospectus of the Company dated September 1, 2022
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares on the Stock Exchange of not exceeding in aggregate 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Restricted Share Scheme”	the restricted share scheme adopted by the Company on May 1, 2020
“RMB”	Renminbi, the lawful currency of the PRC
“RSU Scheme”	the restricted share unit scheme adopted by the Company on May 1, 2020
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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**DINGDANG HEALTH TECHNOLOGY GROUP LTD.**

**叮噹健康科技集團有限公司**

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

**(Stock Code: 09886)**

***Chairman and Executive Director:***

Mr. YANG Wenlong (*President*)

***Executive Directors:***

Mr. XU Ning

Mr. YU Lei

Mr. YU Qinglong

Mr. YANG Yibin

***Non-executive Director:***

Ms. CAI Li

***Independent non-executive Directors:***

Mr. ZHANG Shouchuan

Dr. FAN Zhenhong

Mr. JIANG Shan

***Registered Office:***

Maples Corporate Services Limited

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

***Head Office and Principal Place  
of Business in the PRC:***

Building 1, Yard 50

Dengshikou Street

Dongcheng District

Beijing

PRC

***Principal Place of Business in Hong Kong***

Unit 3512, 35/F

The Center, 99 Queen's Road Central

Central

Hong Kong

April 25, 2024

*To the Shareholder(s)*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE SHARES  
AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of general mandates to issue Shares and repurchase Shares; (ii) the re-election of retiring Directors; (iii) the adoption of the New Memorandum and Articles of Association; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

On June 8, 2023, resolutions of the Company were passed to grant the general mandates to the Directors to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose following resolutions at the AGM to give the Directors:

- (a) a general mandate to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing the resolution granting the Issue Mandate;
- (b) a general mandate to repurchase Shares not exceeding in aggregate 10% of the total number of Shares in issue as at the date of passing the resolution granting the Repurchase Mandate;
- (c) a general mandate to extend the number of Shares which can be allotted, issued and dealt with under the Issue Mandate by the addition of the number of Shares purchased under the Repurchase Mandate (the “**Extension Mandate**”)

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at 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 any applicable laws or the Articles to be held; and (iii) the revocation or variation by ordinary resolutions of the Shareholder(s) in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate, the Repurchase Mandate and the Extension Mandate. The Directors wish to state that they have no immediate plans to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 24 to 28 of the circular for details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

As at the Latest Practicable Date, the number of issued Shares was 1,341,472,897 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 268,294,579 Shares and the Repurchase Mandate will grant the Directors an authority to repurchase 134,147,289 Shares.

### 3. EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 26.4 of the amended and restated Articles, at every annual general meeting of the Company 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 by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which such Director retires and shall be eligible for re-election thereafter. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

In accordance with Article 26.3 of the amended and restated Articles, any Director appointed by the Board to fill a casual vacancy or as an additional Director to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, at the forthcoming AGM to be held on May 28, 2024, Mr. Yu Lei, Mr. Yu Qinglong, Mr. Yang Yibin and Ms. Cai Li, will retire from office and being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contributions of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy, Director nomination policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors who are due to retire at the AGM.

Details of the above Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **5. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

As disclosed in the announcement of the Company dated March 28, 2024, the Board proposed to amend certain provisions of its Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association to (i) update and bring the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from December 31, 2023); and (ii) make other consequential and housekeeping amendments.

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## **LETTER FROM THE BOARD**

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The Board will also propose that the New Memorandum and Articles of Association, which contain all the Proposed Amendments as set out in Appendix III to this circular, be adopted to replace the Memorandum and Articles of Association. Full particulars of the Proposed Amendments are set out in Appendix III to this circular.

The New Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Memorandum and Articles of Association is for reference only. Should there be any discrepancy, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid.

The Company has been advised by its respective legal advisers that the Proposed Amendments conform to the requirements under the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

### **6. NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 24 to 28 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 general mandates to issue Shares and repurchase Shares, the adoption of the New Memorandum and Articles of Association and the re-election of retiring Directors.

### **7. FORM OF PROXY**

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ddjkt.com](http://www.ddjkt.com). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to 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 and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Sunday, May 26, 2024 (Hong Kong time)) 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rule and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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 hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy (or being a corporation, by its authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

### 9. CLOSURE OF REGISTER OF MEMBERS

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 Thursday, May 23, 2024 to Tuesday, May 28, 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include 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 is no omission of other matters which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors considers that the proposed resolutions in relation to the granting of general mandates to issue Shares and repurchase Shares, the adoption of the New Memorandum and Articles of Association, the re-election of retiring Directors and other resolution(s) to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### 12. GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board  
**DINGDANG HEALTH TECHNOLOGY GROUP LTD.**  
**YANG WENLONG**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 be proposed at the AGM in relation to the granting of the Repurchase Mandate.

### **1. THE 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, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,341,472,897 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,147,289 Shares, representing 10% of the aggregate number of the total issued Shares as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

### **3. REASONS FOR SHARE REPURCHASE**

The Directors believes that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Shares and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

#### **4. FUNDING OF SHARE REPURCHASE**

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may be made with profits of the Company or out of the proceeds of the issue of new Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the Companies Act, out of the share capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company, or, if so authorised by the Articles and subject to the Companies Act, out of the share capital.

#### **5. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing positions of the Company as compared with the positions disclosed in the audited financial statements of the Company for the year ended December 31, 2023 in the event that the Repurchase Mandate were 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 on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company confirms that neither this Explanatory Statement nor the proposed Repurchase Mandate has any unusual features.

#### **6. SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
April	3.65	2.90
May	3.13	2.14
June	3.27	2.16
July	3.04	2.49
August	3.00	2.55
September	2.76	1.76
October	2.45	1.80
November	2.34	1.94
December	2.50	1.91

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
January	2.08	1.52
February	1.61	1.40
March	1.50	1.09
April (up to and including the Latest Practicable Date)	1.21	1.00

## **7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS**

Neither Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

## **9. TAKEOVERS CODE**

If as a result of a repurchase of Shares 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 purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders who are interested in 30% or more of the Company's issued share capital, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

<b>Name of Shareholders</b>	<b>Number of Shares interested</b>	<b>Approximate percentage of existing shareholding</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Delight Health Limited <sup>(1)(8)</sup>	660,205,360	49.21%	54.68%
Delight Faith Limited <sup>(1)(2)(8)</sup>	660,205,360	49.21%	54.68%
Future Health Limited <sup>(3)(8)</sup>	660,205,360	49.21%	54.68%
Go Far Limited <sup>(3)(4)(8)</sup>	660,205,360	49.21%	54.68%
Excel Returns Group Limited <sup>(5)(8)</sup>	660,205,360	49.21%	54.68%
Go Prosper Enterprises Corporation <sup>(6)(8)</sup>	660,205,360	49.21%	54.68%
Much Premium Investment Limited <sup>(6)(8)</sup>	660,205,360	49.21%	54.68%
Mr. Yang Wenlong <sup>(1)(2)(3)(4)(5)(6)(7)(8)</sup>	660,205,360	49.21%	54.68%
Mr. Yang Yibin <sup>(1)(2)(8)</sup>	660,205,360	49.21%	54.68%
Mr. Yang Xiao <sup>(3)(4)(8)</sup>	660,205,360	49.21%	54.68%

*Notes:*

- (1) Delight Health Limited directly holds 276,712,555 Shares in the Company and is wholly owned by Delight Faith Limited.
- (2) Delight Faith Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Yibin as to 40% of its equity interests.
- (3) Future Health Limited directly holds 295,499,475 Shares in the Company and is wholly owned by Go Far Limited.
- (4) Go Far Limited is owned by Mr. Yang Wenlong as to 60% of its equity interests and Mr. Yang Xiao as to 40% of its equity interests.
- (5) Excel Returns Group Limited directly holds 11,760,000 Shares in the Company and is wholly-owned by Delight Faith Limited. Excel Returns Group Limited functions as the platform to hold Shares subject to the Pre-IPO Share Option Scheme and the RSU Scheme. It will transfer the Shares to the relevant grantees upon exercise of the options under the Pre-IPO Share Option Scheme and/or the vesting of restricted share units under the RSU Scheme, and the grantee will in turn irrevocably delegate the voting rights attached to such Shares owned by him/her upon vesting to Mr. Yang Wenlong or such other person as designated by Mr. Yang Wenlong. Each of Mr. Yang Wenlong and Excel Returns Group Limited undertakes that, upon Listing, he/it will not exercise voting rights attached to any Shares held by Excel Returns Group Limited in relation to options or restricted share units which have not been exercised or vested.
- (6) Go Prosper Enterprises Corporation and Much Premium Investment Limited directly hold 54,400,000 and 21,833,330 Shares in the Company, respectively, and function as the platforms of the Restricted Share Scheme. Go Prosper Enterprises Corporation and Much Premium Investment Limited are wholly-owned by Restricted Share Scheme Participants.
- (7) Mr. Yang Wenlong was indirectly interested in a total of 660,205,360 Shares of the Company, representing approximately 49.21% of the Company's total issued Shares, including (i) 288,472,555 Shares being held through Delight Faith Limited and its subsidiaries, (ii) 295,499,475 Shares being held through Go Far Limited and its subsidiaries, and (iii) 76,233,330 Shares being held or controlled through voting rights entrustment arrangements with Go Prosper Enterprises Corporation and Much Premium Investment Limited.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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- (8) Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation and Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited, and Go Far Limited formed the Controlling Shareholders Group of our Company. As such, each of Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, and Delight Faith Limited are deemed to be interested in the Shares held by other members of the Controlling Shareholders Group for purpose of Part XV of the SFO.

Based on the shareholdings of the above substantial Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full the Repurchase Mandate to repurchase Shares, it will trigger the Takeovers Code as a result of which the aggregate interests of the above Shareholders will be increased proportionately to 54.68% and such Shareholders may be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

#### **10. SHARE REPURCHASE MADE BY THE COMPANY**

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

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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*The biographical details of the Directors proposed to be re-elected at the AGM are set out below:*

**(1) Mr. Yu Lei**

Mr. Yu Lei (俞雷), aged 46, was appointed as the executive Director of the Company on May 26, 2021. Mr. Yu is also the Vice President of the Company, and is responsible for assisting the President with the day-to-day operation and management of the Group.

Mr. Yu has served as the general manager of Jiangxi Dingdang E-Commerce since December 2016, and also currently serves as the executive director and general manager of Dingdang (Beijing) Health Technology Co., Ltd. (叮噹(北京)健康科技有限公司). Mr. Yu joined the Group in March 2015 and currently holds various positions at Dingdang Medicine Express Technology, including as a chief executive officer since November 2017, a chief operating officer since July 2015, and a senior vice president of operation since March 2015. Mr. Yu also served as the director of Dingdang Medicine Express Technology from November 2017 to May 2021. Before joining the Group, Mr. Yu served as the special business assistant to CEO and general manager of network operations centre at Lefeng (Shanghai) Information Technology Co., Ltd. (樂蜂網(上海)信息技術有限公司), a participant in the e-commerce industry, from April 2012 to March 2015. Prior to that, Mr. Yu held various positions with Orient Home Decoration & Building Materials Co. Ltd. (東方家園家居建材商業有限公司), which engages in the provision of home decoration and construction materials, including as the member of the executive committee, executive vice president of supermarket business department, operations director and marketing director from March 2008 to May 2012, and served as a senior marketing manager at the marketing center of Beijing Wumart Commercial Group Co., Ltd. (北京物美商業集團股份有限公司), a retail chain operator, from April 2003 to March 2008.

Mr. Yu obtained a bachelor's degree of economics (majoring in business management and minoring in economics) from Tianjin College of Commerce (天津商學院), now known as Tianjin University of Commerce (天津工商大學), in Tianjin, the PRC in July 2000. Mr. Yu currently holds a certificate of intermediate economist majoring in business administration and economics issued by the Ministry of Personnel of the PRC, now known as the Ministry of Human Resources and Social Security of the PRC, in November 2005. Mr. Yu also holds an HVAC engineer certificate granted by China Construction First Bureau (Group) Co., Ltd. (中國建築一局(集團)有限公司) in November 2004.

As at the Latest Practicable Date, Mr. Yu was deemed to be interested in an aggregate of 10,900,000 Shares and underlying Shares within the meaning of Part XV of the SFO.

Mr. Yu has entered into a service contract with the Company for an initial term of three years with effect from June 17, 2021 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier), which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. The service contract of Mr. Yu will be renewed for a term of three years upon his re-election.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Yu does not receive director fee as an executive Director, and is entitled to receive an annual remuneration of not more than RMB2,024,000 (but is subject to adjustment upon the approval by the Board) and certain share- or cash-based bonus according to his specific management position in the Group, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Yu has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Yu has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

### **(2) Mr. Yu Qinglong**

Mr. Yu Qinglong (于慶龍), aged 39, was appointed as the executive Director of the Company on June 10, 2021. Mr. Yu is also the chief technology officer of the Company, and is responsible for overseeing the overall technology development of the Group.

Mr. Yu has been the chief technology officer of Dingdang Medicine Express Technology since January 2015. Prior to joining the Group, Mr. Yu served as a senior manager at Vipshop (China) Co., Ltd. (a company listed on the New York Stock Exchange (stock symbol: VIPS)) from July 2014 to January 2015 and a senior director at Lefeng (Shanghai) Information Technology Co., Ltd. (樂蜂網(上海)信息技術有限公司) from April 2008 to July 2014. Both of Vipshop (China) Co., Ltd. and Lefeng (Shanghai) Information Technology Co., Ltd. are participants in the e-commerce industry. Mr. Yu also serves as a consultant specially invited by Chinese General Chamber of Commerce since January 2020, a master plan design expert specially invited by the New Smart City Committee of Enterprise Information Construction Committee of the China Communication Industry Association since December 2019, and served as the expert consultant of the Global Internet Technology Conference in 2018.

Mr. Yu received a bachelor's degree in computer software application from Jilin University in Jilin, the PRC in December 2016 and a college degree (專科) in computer network technology from Harbin Vocational and Technical College (哈爾濱職業技術學院) in Heilongjiang, the PRC in January 2007. Mr. Yu was awarded as "The Most Influential Technology Leader" in the Chief Tech Director Conference held by Chief Technology Officer Alliance in 2018.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Mr. Yu was deemed to be interested in an aggregate of 8,640,000 Shares and underlying Shares within the meaning of Part XV of the SFO.

Mr. Yu has entered into a service contract with the Company for an initial term of three years with effect from June 17, 2021 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier), which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. The service contract of Mr. Yu will be renewed for a term of three years upon his re-election.

Mr. Yu does not receive director fee as an executive Director, and is entitled to receive an annual remuneration of not more than RMB1,736,500 (but is subject to adjustment upon the approval by the Board) and certain share- or cash-based bonus according to his specific management position in the Group, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Yu has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Yu has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

### **(3) Mr. Yang Yibin**

Mr. Yang Yibin (楊益斌), aged 36, is one of the co-founders and a member of the Controlling Shareholders Group of the Company. Mr. Yang was appointed as the executive Director of the Company on August 25, 2023.

Mr. Yang serves as the general manager of Dingdang Medicine Express Technology and deputy director of Kuaiyi Department (快醫事業部) since September 2014. Mr. Yang is mainly responsible for the daily management and in charge of the development of Internet hospital and online medical consultation businesses, including the application of innovative technology and business exploration of key clients. Previously, Mr. Yang also served as the manager and senior manager of the asset operation department, the senior manager of the product operation center and the head of the e-commerce and innovation business of Renhe (Group) Development Co., Ltd. from March 2010 to September 2014.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Mr. Yang was deemed to be interested in an aggregate of 660,205,360 Shares and underlying Shares, within the meaning of Part XV of the SFO. Mr. Yang is a member of our Controlling Shareholders Group, and the son of Mr. Yang Wenlong, who is also the Chairman of the Board, the President, an executive Director and a member of our Controlling Shareholders Group.

Mr. Yang has entered into a service contract with the Company for an initial term of three years with effect from August 25, 2023, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association.

Mr. Yang does not receive director fee as an executive Director, and is entitled to receive an annual remuneration of not more than RMB980,000 (but is subject to adjustment upon the approval by the Board) and certain share- or cash-based bonus according to his specific management position in the Group, which was determined by the Board based on the recommendations of the Remuneration Committee, taking into account his performance assessment results, the operation and financial results of the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Yang has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Mr. Yang has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

#### **(4) Ms. Cai Li**

Ms. Cai Li (蔡俐), aged 40, was appointed as the non-executive Director of the Company on May 26, 2021. Ms. Cai is also a member of the Remuneration Committee of the Company.

Ms. Cai joined TPG Capital in August 2011 and is latest serving as a managing director of TPG Capital, a leading global alternative asset firm, responsible for TPG Capital's healthcare investments in Greater China. Ms. Cai currently serves as director of several member companies of Novotech Health Holdings Pte. Ltd. (a contract research organization invested by TPG Capital), including as a director of Novotech Health Holdings Pte. Ltd. since December 2020, Novotech (Australia) Pty Ltd since July 2020, Novotech Holdings Pty Ltd since July 2020, Novotech Aus Holdco Pty Ltd since July 2020, Acrostar Site Management Co., Ltd. (南京立順康達醫藥科技有限公司) since January 2019, Novotech Laboratory Services (Shanghai) Co., Ltd. (上海立興佳生醫藥科技有限公司) since February 2018, Novotech

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Clinical Services (Shanghai) Co., Ltd. (諾為泰醫藥科技(上海)有限公司) since October 2017, Acrostar Pharmaservices Corporation (徐州立順康達醫藥科技有限公司) since August 2017, Bailixing (Xiamen) Equity Investment Co., Ltd. (百立興(廈門)股權投資有限公司) since August 2017, PPC Intermediate Holding Company since August 2017, and PPC Holding Company since August 2017, respectively.

Ms. Cai also serves as a non-executive director of Kangji Medical Holdings Limited (a company listed on the Stock Exchange (stock code: 09997)) since March 2020. Ms. Cai served as a non-executive director of Shanghai Bio-heart Biological Technology Co., Ltd. (a company listed on the Stock Exchange (stock code : 2185)) from September 2020 to November 2022 and a non-executive director of Zhaoke Ophthalmology Limited (a company listed on the Stock Exchange (stock code: 06622)) from October 2020 to November 2023. Ms. Cai also serves as a non-executive director of Chongho Bridge Limited (中和農信有限公司) since December 2023. Ms. Cai also serves as a supervisor of Shanghai Deyu Deqi Enterprise Management Consulting Co., Ltd. (上海德虞得起企業管理諮詢有限公司), a company which focuses on investment consulting, since November 2016. From March 2009 to July 2011, Ms. Cai worked as an investment manager at HAO Capital (Haotian Jinsheng Investment Management (Beijing) Limited), focusing on growth stage healthcare investments. From 2007 through 2008, Ms. Cai worked as a research analyst at Credit Suisse AG (New York).

Ms. Cai obtained a bachelor's degree in biomedical engineering and economics from Yale University in Connecticut, the United States in May 2007.

Ms. Cai has entered into an appointment letter with the Company for a term of three years from June 17, 2021 or until the third annual general meeting of the Company since the Listing Date, whichever ends earlier, which may be terminated by not less than 1 month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the appointment letter entered into with the Company, Ms. Cai is not entitled to receive any remuneration. The appointment letter of Ms. Cai will be renewed for a term of three years upon her re-election.

Save as disclosed above, as at the Latest Practicable Date, Ms. Cai (i) did not hold any directorships in any other listed public companies in the past three years, (ii) did not have any other major appointments and professional qualifications, (iii) did not hold any other position at the Company or any subsidiary of the Company, (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Ms. Cai did not hold any Shares and underlying Shares within the meaning of Part XV of the SFO and has not been subject to any disciplinary actions by any relevant authorities and any stock exchange. Ms. Cai has confirmed that there is no other matter relating to her appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.



**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Memorandum and Articles of Association before the Proposed Amendments	Memorandum and Articles of Association after the Proposed Amendments
	<p><del>(c)</del> by the Listing Rules and all applicable laws and regulations, by Electronic Means by transmitting it to any electronic number or address or website supplied by the Member to the Company, <del>or</del>;</p> <p><del>(d)</del> by placing it on the Company's Website <del>and</del> the Exchange's website provided that the Company has obtained either (a) the Member's prior express positive confirmation in writing; or</p> <p><del>(e)</del> (b) the Member's deemed consent in the manner specified in the Listing Rules to receive or otherwise have made available to such Member notices and documents to be given or issued to them by the Company by such Electronic Means, or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.</p> <p>In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint holders.</p>
<p>Article 42.2</p> <p>Any notice or document:</p> <p>(a) sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p>	<p>Article 42.2</p> <p>Any notice or document, <b><u>including any Corporate Communication:</u></b></p> <p>(a) <b><u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</u></b></p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

<b>Memorandum and Articles of Association before the Proposed Amendments</b>	<b>Memorandum and Articles of Association after the Proposed Amendments</b>
<p>(b) delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</p> <p>(c) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);</p> <p>(d) given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and</p> <p>(e) served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p>	<p><u>(b)</u> <del>(a)</del>-sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p><del>(b)</del> delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</p> <p><del>(e)</del> served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);</p> <p><u>(c)</u> <del>(d)</del>-given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; <del>and</del></p> <p><u>(d)</u> <del>(e)</del> served by being placed on the Company's Website <del>or</del><u>and</u> the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules;<u> and</u></p>

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**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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<b>Memorandum and Articles of Association before the Proposed Amendments</b>	<b>Memorandum and Articles of Association after the Proposed Amendments</b>
	<p>(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates).</u></p>

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## NOTICE OF ANNUAL GENERAL MEETING

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### DINGDANG HEALTH TECHNOLOGY GROUP LTD.

### 叮噹健康科技集團有限公司

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

**(Stock Code: 09886)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Dingdang Health Technology Group Ltd. (the “**Company**”) will be held at Building 1, Yard 50, Dengshikou Street, Dongcheng District, Beijing, the PRC on Tuesday, May 28, 2024 at 3:00 p.m. (or any adjournment thereof) for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company, its subsidiaries and its consolidated affiliated entities and the reports of the directors and auditor of the Company for the year ended December 31, 2023.
2. (a) To re-elect the following directors of the Company (the “**Directors**”):
  - i. To re-elect Mr. Yu Lei as an executive Director.
  - ii. To re-elect Mr. Yu Qinglong as an executive Director.
  - iii. To re-elect Mr. Yang Yibin as an executive Director.
  - iv. To re-elect Ms. Cai Li as a non-executive Director.
- (b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider, and if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

4. **“THAT:**
- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), 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 US\$0.0001 each in the share capital of the Company, 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 authorize the Directors during the Relevant Period (as herein after defined) 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;
  - (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); or (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of warrants to subscribe for shares; or (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares or an offer or issue of warrants, options or other securities which carry a right to subscribe for shares, open for a period fixed by the Directors to the holders of shares or any class of shares whose names appear on the register 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 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (c) 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 on any other stock exchange on which shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, 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 authorization given to the Directors and shall authorize 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, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period 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
- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 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 4 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 5 above, provided that such amount shall not exceed 10% of the total number of shares in issue as at the date of passing the resolution.”

### SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the fourth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted as the New Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing third amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one of the Directors be and is hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

By order of the Board  
**DINGDANG HEALTH TECHNOLOGY GROUP LTD.**  
**YANG WENLONG**  
*Chairman*

Hong Kong, April 25, 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, May 23, 2024 to Tuesday, May 28, 2024, both dates inclusive, during which period no transfer of shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.
2. Any shareholders of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior 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 authorized in writing, or if the appointor is a corporation, under the hand of an officer or attorney duly authorized, and must be deposited with the Hong Kong branch 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 (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 appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Sunday, May 26, 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 above meeting (or any adjourned meeting thereof) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
5. With respect to resolution numbered 2 of this notice, Mr. Yu Lei, Mr. Yu Qinglong, Mr. Yang Yibin and Ms. Cai Li, 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 Appendix II to the circular of the Company dated April 25, 2024.
6. With respect to resolution numbered 4 of this notice, the Directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the Directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated April 25, 2024.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

*As of the date of this notice, the executive Directors are Mr. YANG Wenlong, Mr. XU Ning, Mr. YU Lei, Mr. YU Qinglong and Mr. YANG Yibin, the non-executive Director is Ms. CAI Li, and the independent non-executive Directors are Mr. ZHANG Shouchuan, Dr. FAN Zhenhong and Mr. JIANG Shan.*