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

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in New Century Healthcare Holding Co. 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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## **新世紀醫療控股有限公司**

**New Century Healthcare Holding Co. Limited**

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

**(Stock Code: 1518)**

### **PROPOSALS FOR**

- (1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;**
- (2) GRANT OF GENERAL MANDATE TO REPURCHASE SHARES;**
- (3) RE-ELECTION OF RETIRING DIRECTORS;**
- (4) PROPOSED RE-APPOINTMENT OF AUDITOR;**
- (5) PAYMENT OF FINAL DIVIDEND;**

**AND**

### **NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of New Century Healthcare Holding Co. Limited to be held at 22/F, Siemens Center Beijing High Rise, No.7, Wangjing Zhonghuan Nan Road, Chaoyang District, Beijing, the PRC on Wednesday, May 22, 2024 at 10:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ncich.com.cn](http://www.ncich.com.cn)).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

April 26, 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 22/F, Siemens Center Beijing High Rise, No.7, Wangjing Zhonghuan Nan Road, Chaoyang District, Beijing, the PRC on Wednesday, May 22, 2024 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company adopted by special resolution dated December 22, 2016 and effective on the Listing Date, and as amended from time to time
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Company”	New Century Healthcare Holding Co. Limited (新世紀醫療控股有限公司), a company incorporated in the Cayman Islands with limited liability on July 31, 2015, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.0378 per Share in cash for the year ended December 31, 2023 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with (including any sale or transfer of treasury Shares out of treasury) the Shares not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	April 18, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Date”	January 18, 2017, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Record Date”	Thursday, June 6, 2024, being the record date for the determination of entitlement of the Shareholders to the Final Dividend
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Shares(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury Share(s)”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**新世紀醫療控股有限公司**

New Century Healthcare Holding Co. Limited

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

**(Stock Code: 1518)**

*Executive Directors:*

Mr. Jason ZHOU (*Chairman and Chief Executive Officer*)

Ms. XIN Hong

*(Senior Vice President and Chief Operating Officer)*

Mr. XU Han

*(Senior Vice President and Chief Financial Officer)*

*Registered Office:*

c/o Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

*Non-executive Directors:*

Mr. GUO Qizhi

*(resigned with effect from September 1, 2023)*

Mr. WANG Siye

Mr. YANG Yuelin

Ms. LI Suyu

Mr. XIE Qiang

*Head office in PRC:*

56 Nanlishi Road

Xicheng District

Beijing

PRC

*Principal Place of Business*

*in Hong Kong:*

Unit 603A, 6/F, Tower 1

Admiralty Centre

18 Harcourt Road

Hong Kong

*Independent Non-executive Directors:*

Mr. WU Guanxiong

Mr. SUN Hongbin

Mr. JIANG Yanfu

Dr. MA Jing

April 26, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR**

**(1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;**

**(2) GRANT OF GENERAL MANDATE TO REPURCHASE SHARES;**

**(3) RE-ELECTION OF RETIRING DIRECTORS;**

**(4) PROPOSED RE-APPOINTMENT OF AUDITOR**

**(5) PAYMENT OF FINAL DIVIDEND;**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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## **LETTER FROM THE BOARD**

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### **1. INTRODUCTION**

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate, the re-appointment of the auditor of the Company and the payment of the Final Dividend.

### **2. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to article 108(a) of the Articles of Association, Mr. XU Han, Mr. WANG Siye, Mr. XIE Qiang and Mr. JIANG Yanfu shall retire by rotation, and being eligible, have offered themselves for re-election as the Directors at the Annual General Meeting.

The Board is of the view that Mr. XU Han, Mr. WANG Siye, Mr. XIE Qiang and Mr. JIANG Yanfu would bring to the Board their own perspective, skills and experience, as further described in the details set out in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Board considers that Mr. XU Han, Mr. WANG Siye, Mr. XIE Qiang and Mr. JIANG Yanfu can contribute to the diversity of the Board, in particular, with their strong educational background and professional expertise in various areas.

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

### **3. GENERAL MANDATE TO ISSUE SHARES**

Pursuant to the resolution passed at the annual general meeting of the Company held on May 22, 2023, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate, to the extent not utilized by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury Shares out of treasury), an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Issue Mandate.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, 490,025,000 Shares have been issued and fully paid. Subject to the passing of the ordinary resolution numbered 5(A) as set out in the notice of the Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (including any sale or transfer of treasury Shares out of treasury) a maximum of 98,005,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C) set out in the notice of Annual General Meeting, the number of Shares purchased by the Company under ordinary resolution numbered 5(B) set out in the notice of Annual General Meeting will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 5(A) set out in the notice of the Annual General Meeting provided that such additional value shall not exceed 10% of the number of issued Shares (excluding any treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares (including to sell or transfer any treasury Shares out of treasury) pursuant to the Issue Mandate.

The Issue 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 the Articles of Association or any applicable law(s) of the Cayman Islands to be held; and (iii) the date upon which the authority given under the ordinary resolution approving the Issue Mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

#### **4. GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to the resolution passed at the Annual General Meeting of the Company held on May 22, 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to repurchase Shares, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the number of issued Shares of the Company was 490,025,000. Subject to the passing of the ordinary resolution numbered 5(B) set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 49,002,500 Shares.

The Board notes that with effect from June 11, 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. On or after June 11, 2024, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 5(A) of the notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution in relation to the Repurchase Mandate at the Annual General Meeting.

The Repurchase 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 the Articles of Association or any applicable law(s) of the Cayman Islands to be held; and (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

### **5. PROPOSED RE-APPOINTMENT OF AUDITOR**

PricewaterhouseCoopers will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting.

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## LETTER FROM THE BOARD

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### **6. PAYMENT OF FINAL DIVIDEND**

According to the announcement of annual results of the Company for the year ended December 31, 2023 dated March 28, 2024, the Board recommended the payment of a final dividend of HK\$0.0378 per Share for the year ended December 31, 2023 to the Shareholders.

The proposed payment of Final Dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the proposed payment of final dividend is passed at the Annual General Meeting, the final dividend will be payable on or around Tuesday, July 2, 2024 to the Shareholders whose names appear on the register of members of the Company on the Record Date.

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

Set out on pages 18 to 23 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate, the re-appointment of the auditor of the Company and the payment of the Final Dividend.

### **8. FORM OF PROXY**

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ncich.com.cn](http://www.ncich.com.cn)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

### **9. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a

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## LETTER FROM THE BOARD

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resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid credited as fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

### **10. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **11. CLOSURE OF REGISTER OF MEMBERS**

#### **(a) For determining the entitlement to attend and vote at the Annual General Meeting**

The register of members of the Company will be closed from Friday, May 17, 2024 to Wednesday, May 22, 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, May 16, 2024.

#### **(b) For determining the entitlement to receive the Final Dividend**

In order to determine the entitlement of Shareholders in receiving the Final Dividend, the Company will suspend registration of transfer of Shares from Friday, May 31, 2024 to Thursday, June 6, 2024, both days inclusive.

In order to qualify to receive the Final Dividend, Shareholders who have not had their transfer documents registered must deposit the transfer documents accompanied by relevant share certificates to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan

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## LETTER FROM THE BOARD

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Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, May 30, 2024. Holders of Shares whose names are recorded in the register of members of the Company on Thursday, June 6, 2024 are entitled to receive the Final Dividend.

### 12. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the Annual General Meeting are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**New Century Healthcare Holding Co. Limited**

**Mr. Jason ZHOU**

*Chairman, Executive Director and Chief Executive Officer*

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules). Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### EXECUTIVE DIRECTOR

**Mr. XU Han (徐瀚)**, aged 52, joined our Group in October 2005 and has been an executive Director since February 2016. In April 2016, he was appointed as Senior Vice President of the Group. Mr. Xu serves as the Group's Chief Financial Officer, with overall responsibility for the financial management of each member of the Group and the Group's investment and financing activities, as well as overseeing the Group's internal controls and information technology. Mr. Xu is a director of Jiahua Yihe, BNC Harmony Clinic, Chengdu New Century Women's and Children's Hospital and certain other subsidiaries of the Group.

Prior to joining our Group, Mr. Xu served as the group chief financial officer of United Family Healthcare Group (和睦家醫院集團) between July 2003 and September 2005, with primary responsibility for financial management of the hospitals and clinics in its Beijing and Shanghai network. Mr. Xu held the position of senior financial analyst at Intel (China) Co., Ltd. from December 2000 to May 2001. Between July 2001 and June 2003, Mr. Xu held the role of senior finance manager of Beijing Powerise Technology Co., Ltd. (北京創智科技有限公司), a subsidiary of Shenzhen Stock Exchange Listed Powerise Information Technology Co., Ltd. Mr. Xu was also a financial analyst at China Hewlett Packard Co., Ltd. from October 1997 to October 2000. Mr. Xu served as a senior financial analyst in the consulting arm of Deloitte in Beijing from August 1996 to October 1997. Between August 1994 and July 1996, Mr. Xu worked in the finance department of China International Telecommunication Construction Corporation (中國通信建設總公司) in Beijing.

Mr. Xu obtained his bachelor's degree in Economics from the Harbin Institute of Technology (哈爾濱工業大學) in July 1994.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As of the Latest Practicable Date, Mr. Xu was deemed to be interested in 180,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

### NON-EXECUTIVE DIRECTOR

**Mr. WANG Siye (王思業)**, aged 42, has been a non-executive Director since February 2016. He is primarily responsible for providing strategic advice and guidance on the business development and expansion of our Group. Mr. Wang has over 10 years of experience in corporate finance and investments. From June 2013 to December 2016, Mr. Wang served as an executive director of Boyu Capital, an investment firm focused on investing in Greater China, and served as a managing director of Boyu Capital since January 2017. Prior to joining Boyu Capital, Mr. Wang served as an investment manager at CITIC Private Equity Funds Management Co., Ltd. (中信產業投資基金) from August 2010 to June 2012 and, prior to that, as an associate at the Investment Banking Department of China International Capital Corporation Co., Ltd. (中國國際金融有限公司) from February 2007 to July 2010.

Mr. Wang received his master's degree in economics from the Hong Kong University of Science and Technology in November 2006, and his bachelor's degree in computer science from Nanjing University in June 2003.

As of the Latest Practicable Date, Mr. Wang did not have any interest in any Shares within the meaning of Part XV of the SFO.

**Mr. XIE Qiang (解強)**, aged 45, has been a non-executive Director since January 1, 2021. He is currently the General Manager of CDB Capital FoF Management Co., Ltd. Mr. Xie worked at Beijing Guantao Law Firm as a legal assistant from July 2003 to July 2006, served as a Project Assistant at the Legal Affairs Department Contract Supervision Office of Beijing 29th Olympic Games Organizing Committee from July 2006 to January 2008, and a Supervisor at the Legal Affairs Department Contract Supervision Office of Beijing 29th Olympic Games Organizing Committee from January 2008 to November 2008. He served successively as an Officer of Market and Investment Division of China Development Bank Shenzhen Branch from November 2008 to December 2009, Senior Manager of Funds Division II of China Development Bank Capital Corporation Ltd. from January 2010 to September 2013, the Departmental Secretary at the Secretariat Division I of the General Office of China Development Bank from September 2013 to May 2018, and the Vice President of China Development Bank International Holdings Limited from May 2018 to December 2019.

Mr. Xie is currently serving as a non-independent director of Guangzhou Kingmed Diagnostics Group Co Ltd, a company listed on the Shanghai Stock Exchange. He has been serving in this role since November 2020.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Xie obtained a bachelor's degree in economic law from Tongji University in July 2000 and a master's degree in law from the University of Pittsburgh in July 2003. Mr. Xie has extensive experience in general corporate management, international banking, finance and investment management.

As of the Latest Practicable Date, Mr. Xie did not have any interest in any Shares within the meaning of Part XV of the SFO.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. JIANG Yanfu (姜彦福)**, aged 80, was appointed as an independent non-executive Director in December 2016. He is also a member of each of the Audit Committee and the Nomination Committee. He is primarily responsible for overseeing and providing independent judgment and analysis to the Board. Mr. Jiang has approximately 21 years of experience in corporate governance and compliance of listed companies. He served as an independent non-executive director of Jiangxi Bestoo Energy Co., Ltd. (江西百通能源股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 835359), and Synthesis Electronic Technology Co., Ltd. (神思電子技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300479), and resigned in September 2018 and August 2017, respectively.

Mr. Jiang had been working at Tsinghua University since March 1970 before retiring in April 2009 as a professor and doctoral supervisor at Tsinghua University School of Economics and Management. Between 2000 and 2010, he was also a director of Tsinghua University National Entrepreneurship Research Center (清華大學中國創業研究中心). He enjoys special government allowance from the State Council.

Mr. Jiang received a bachelor's degree in automation from Tsinghua University in March 1970.

As of the Latest Practicable Date, Mr. Jiang did not have any interest in any Shares within the meaning of Part XV of the SFO.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 490,025,000 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 49,002,500 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

## **2. REASONS FOR AND FUNDING OF SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be purchased on any occasion and the price and other terms upon which the same are repurchased will be decided at the relevant time, having regard to the circumstances then pertaining.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares 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. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of 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 authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

### **3. GENERAL**

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

#### 4. 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Jason Zhou had deemed interests in 217,556,394 Shares, representing an approximate total of 44.40% of the issued Shares. Among the 217,556,394 Shares, 57,740,181 Shares (representing 11.78% of the issued Shares) were deemed to be interested as a result of an agreement entered into between Mr. Jason Zhou and Ms. Liang Yanqing on February 18, 2016 and automatically renewed on February 17, 2019 and subsequently automatically renewed on February 17, 2022 (pursuant to a renewal agreement entered into between the same parties on March 23, 2022) for a term of three years until February 17, 2025, pursuant to which Ms. Liang Yanqing irrevocably agreed to follow Mr. Jason Zhou's voting directions when exercising the voting rights attached to the Shares beneficially owned by her during the term of such agreement; 150,817,051 Shares (representing 30.78% of the issued Shares) were held by JoeCare Investment Co., Ltd. ("**JoeCare**") and 8,999,162 Shares (representing 1.84% of the issued Shares) were held by Century Star Investment Co., Ltd., which are both wholly owned by Mr. Jason Zhou. In the event that the Directors should exercise in full the Repurchase Mandate, the interests of Mr. Jason Zhou and JoeCare in the Company would be increased to approximately 49.33% and 34.20% of the issued Shares respectively and such increase would give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. Jason Zhou and JoeCare to make a mandatory offer. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

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 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.

**5. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**6. SHARE PRICES**

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

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
April	0.49	0.42
May	0.48	0.36
June	0.50	0.41
July	0.48	0.40
August	0.60	0.45
September	0.69	0.49
October	0.75	0.60
November	1.05	0.61
December	1.02	0.78
<b>2024</b>		
January	0.80	0.75
February	0.85	0.85
March	0.96	0.80
April (up to and including the Latest Practicable Date)	0.90	0.79

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## NOTICE OF ANNUAL GENERAL MEETING

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### 新世紀醫療控股有限公司

New Century Healthcare Holding Co. Limited

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

**(Stock Code: 1518)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of New Century Healthcare Holding Co. Limited (the “**Company**”) will be held at 22/F, Siemens Center Beijing High Rise, No.7, Wangjing Zhonghuan Nan Road, Chaoyang District, Beijing, the PRC on Wednesday, May 22, 2024 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the directors and independent auditor thereon.
2. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) Mr. XU Han as executive Director;
  - (ii) Mr. WANG Siye as non-executive Director;
  - (iii) Mr. XIE Qiang as non-executive Director; and
  - (iv) Mr. JIANG Yanfu as independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2024.
4. To declare and pay a final dividend of HK\$0.0378 per Share of the Company for the year ended December 31, 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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

### ORDINARY RESOLUTIONS

(A) “That:

- (i) subject to paragraph (iii) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined hereinafter) to exercise all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company);
- (ii) the mandate in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its

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## NOTICE OF ANNUAL GENERAL MEETING

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subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares of the Company;

- (3) the vesting of restricted shares and restricted share units granted or to be granted pursuant to the share incentive plan of the Company;
- (4) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
- (5) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued Shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly.

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (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 jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

- (i) subject to paragraph (ii) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined hereinafter) to exercise all the powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange and, subject to and in accordance with all applicable laws, rules and regulations;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (i) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation and subdivision shall be the same, and the mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.”

By Order of the Board

**New Century Healthcare Holding Co. Limited**

**Mr. Jason ZHOU**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, April 26, 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

c/o Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
Unit 603A, 6/F, Tower 1  
Admiralty Centre  
18 Harcourt Road  
Hong Kong

*Head office in PRC:*

56 Nanlishi Road  
Xicheng District  
Beijing  
PRC

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar 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 of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). 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.
4. The register of members of the Company will be closed from Friday, May 17, 2024 to Wednesday, May 22, 2024, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, May 16, 2024.
5. In respect of resolution numbered 2 above, Mr. XU Han, Mr. WANG Siye, Mr. XIE Qiang and Mr. JIANG Yanfu will retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated April 26, 2024 containing this notice.
6. 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.

*As at the date of this notice, the Board comprises Mr. Jason ZHOU, Ms. XIN Hong and Mr. XU Han, as executive Directors; Mr. WANG Siye, Ms. LI Suyu, Mr. YANG Yuelin and Mr. XIE Qiang, as non-executive Directors; and Mr. WU Guanxiong, Mr. SUN Hongbin, Mr. JIANG Yanfu and Dr. MA Jing, as independent non-executive Directors.*