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NEUSOFT XIKANG HOLDINGS INC.

東軟熙康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9686)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Neusoft Xikang Holdings Inc. (the “**Company**”) will be held at Building 1, Cultural Plaza, No. 1999 Zhongshan East Road, Yinzhou District, Ningbo, Zhejiang, the PRC (Conference Room, 2/F, Ningbo Cloud Hospital) on Tuesday, May 21, 2024 at 1:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, directors’ report and auditor’s report of the Company for the year ended December 31, 2023.
2.
 - (a) To re-elect Dr. LIU Jiren as a non-executive Director;
 - (b) To re-elect Ms. ZONG Wenhong as an executive Director;
 - (c) To re-elect Dr. WANG Nan as a non-executive Director;
 - (d) To re-elect Mr. XU Hongli as a non-executive Director;
 - (e) To re-elect Dr. CHEN Lianyong as a non-executive Director;
 - (f) To re-elect Dr. QI Guoxian as an independent non-executive Director; and
 - (g) To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to allot, issue and deal with additional Shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the issue of shares upon the exercise of options granted under a share option scheme of the Company; and
 - (iii) 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 of the Company in accordance with the Articles of Association of the Company; and

shall not exceed 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in case of any consolidation or subdivision of Shares of the Company after the passing of this resolution); and

- (c) for the purposes 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to exercise all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of Shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after passing this resolution); and
- (c) for the purposes 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the total number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after passing this resolution).”

SPECIAL RESOLUTIONS

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Neusoft Xikang Holdings Inc.” to “Xikang Cloud Hospital Holdings Inc.” and the dual foreign name in Chinese of the Company from “東軟熙康控股有限公司” to “熙康雲醫院控股有限公司” (the “**Proposed Change of Name of the Company**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

8. “**THAT** subject to the passing of the resolution numbered 7 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended in the manner as set out in the circular of the Company dated April 29, 2024 (the “**Circular**”); and the eighth amended and restated Memorandum and Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the eighth amended and restated Memorandum and Articles of Association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
NEUSOFT XIKANG HOLDINGS INC.
Chairman of the Board and Non-executive Director
Dr. LIU Jiren

Hong Kong, April 29, 2024

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions at the Annual General Meeting shall be taken by poll except where the chairperson of the meeting allows a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf when voting by poll. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy 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, must be completed and deposited at our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). (In terms of the Annual General Meeting, i.e. not later than 1:30 p.m. on Sunday, May 19, 2024 (Hong Kong time)). Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the membership of Shareholders who will be entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, May 15, 2024 to Tuesday, May 21, 2024 (both dates inclusive). In order to qualify for attending and voting at the Annual General Meeting, please Shareholders who are not registered of the Company ensure that all transfer forms accompanied by the relevant share certificates must be lodged with our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, May 14, 2024.
5. A circular containing further details concerning items 2, 3, 4, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2023 Annual Report today.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Ms. ZONG Wenhong as an executive Director; Dr. LIU Jiren, Mr. XU Hongli, Dr. WANG Nan, Mr. PU Chengchuan and Dr. CHEN Lianyong as non-executive Directors; and Dr. CHEN Yan, Dr. QI Guoxian and Dr. YIN Guisheng as independent non-executive Directors.