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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 advisor.

**If you have sold or transferred** all your shares in **160 Health International 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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**160 Health International Limited**

**健康 160 国际有限公司**

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

**(Stock Code: 2656)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of 160 Health International Limited to be held at 1/F, Front Office Building, Banyan Tree Yangshuo, 168 Zhendong Street, Fuli Town, Yangshuo County, Guilin, Guangxi Zhuang Autonomous Region, PRC on Friday, May 29, 2026 at 10:30 a.m. is set out on pages 26 to 31 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.91160.com](http://www.91160.com)).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon 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, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. at or before 10:30 a.m. on Wednesday, May 27, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if he/she so wishes, and in such event, the form of proxy shall be deemed to be revoked.

April 28, 2026

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 1/F, Front Office Building, Banyan Tree Yangshuo, 168 Zhendong Street, Fuli Town, Yangshuo County, Guilin, Guangxi Zhuang Autonomous Region, PRC on Friday, May 29, 2026 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 26 to 31 of this circular
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company adopted on September 3, 2025 and became effective upon the Listing Date, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“China” or “PRC”	the People’s Republic of China, for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company” or “our Company”	160 Health International Limited (健康160国际有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on January 31, 2022, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2656)
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the General Mandate

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## DEFINITIONS

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“Group”, “our Group”, “we”, “our” or “us”	the Company, its subsidiaries and the Consolidated Affiliated Entities at the relevant time or, where the context otherwise requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries or businesses operated by them or their predecessors (as the case may be)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 24, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	September 17, 2025, the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Memorandum” or “Memorandum of Association”	the second amended and restated memorandum of association of the Company adopted on September 3, 2025 and became effective upon the Listing Date, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“Option(s)”	the option(s) granted under the Pre-IPO Share Option Scheme
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted pursuant to a written resolution passed by the Shareholders on August 31, 2023
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase, and either cancel or hold in treasury, Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Repurchase Mandate

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.000002 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Ningyuan”	Shenzhen Ningyuan Technology Co., Ltd. (深圳市寧遠科技股份有限公司), a limited liability company established in the PRC on February 22, 2005 and converted into a joint stock company on August 12, 2015, a subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended or supplemented from time to time
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent



**160 Health International Limited**

**健康160 国际有限公司**

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

**(Stock Code: 2656)**

*Executive Directors:*

Mr. Luo Ningzheng  
*(Chairman and Chief Executive Officer)*  
Mr. Ji Cuilin  
Mr. Huang Lang  
Mr. Wang Lifa

*Non-executive Directors:*

Mr. Liu Haibin  
Ms. Sun Meng

*Independent Non-executive Directors:*

Mr. Wang Huan  
Dr. Xu Weiguo  
Dr. Fan Ming

*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Headquarters:*

9/F, 11/F, Building 2  
Yongxin Times Square  
4078 Dongbin Road  
Nanshan Street, Nanshan District  
Shenzhen, PRC

Room 905, Tower One  
ONE NORTH  
8 Hong Yip Street  
Yuen Long, New Territories  
Hong Kong

*Principal Place of Business  
in Hong Kong:*

31/F, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay, Hong Kong

April 28, 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting, among other matters, (a) the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of retiring Directors; and (c) the re-appointment of auditor.

### GENERAL MANDATE TO ISSUE SHARES

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), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 336,452,810 Shares have been issued by the Company and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution numbered 4(A) 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 Directors will be authorized to issue a maximum of 67,290,562 Shares (including any sale or transfer of treasury shares out of treasury).

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A), provided that such additional value shall represent up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolutions in relation to the General Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury shares out of treasury) pursuant to the General Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) 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, and either cancel or hold in treasury, Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) 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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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 at the Annual General Meeting.

As at the Latest Practicable Date, there were 336,452,810 Shares in issue and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares to be 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 33,645,281 Shares.

If approved by the Shareholders at the Annual General Meeting, the general mandates to repurchase Shares and to issue Shares will continue to be in force until 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 of Association to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying such mandate.

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

Pursuant to Article 15.1 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if such number is not 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 shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 15.5 of the Articles of Association, the Board may at any time appoint any person to be a Director either to fill a casual vacancy or as an additional Director, subject to any maximum number fixed by the members in general meeting or these Articles. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at such meeting.

Accordingly, Mr. Luo Ningzheng, Mr. Ji Cuilin, Mr. Huang Lang, Mr. Wang Lifa, Mr. Liu Haibin, Ms. Sun Meng, Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming shall retire from office by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Particulars of the above retiring 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.

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## LETTER FROM THE BOARD

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### PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee recommends to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following selection criteria and nomination process:

#### **Selection Criteria**

The Nomination Committee will evaluate, select and recommend candidates for directorship to the Board based on appropriate criteria, with due regard to the benefits of Board diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), whether the candidate has sufficient time to effectively discharge his or her duties, the candidate's service on other listed and non-listed companies (which should be limited to a reasonable number), qualifications (including achievements and experience in the relevant industries in which the Company's business is involved), independence, reputation for integrity, the potential contribution the candidate may bring to the Board, and commitment to enhancing and maximising Shareholder value.

#### **Nomination Process**

- (a) The Nomination Committee will develop a list of desirable skills, perspectives and experience at the outset to focus the search effort giving due consideration to the current composition and size of the Board.
- (b) The Nomination Committee will consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from the Shareholders with due consideration given to the above selection criteria.
- (c) The Nomination Committee will adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks.
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- (e) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- (f) The Nomination Committee will make the recommendation to the Board in relation to the proposed appointment and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration.

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## LETTER FROM THE BOARD

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- (g) The Board will have the final authority on determining the selection of nominees.

### RECOMMENDATION OF THE NOMINATION COMMITTEE

In accordance with the terms of reference of the Nomination Committee and the director nomination policy of the Company, the Nomination Committee has evaluated the background, expertise, experience, performance, time commitment and contribution of each of the retiring Directors during their years of services.

In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his/her extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

In addition, each of the independent non-executive Directors, namely Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming, has provided an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming have each confirmed that (i) he meets the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, and has no connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. The Nomination Committee has assessed and reviewed the independence of the independent non-executive Directors and considers that each of the independent non-executive Directors is sufficiently independent to fulfill his duties as an independent non-executive Director.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. Luo Ningzheng, Mr. Ji Cuilin, Mr. Huang Lang, Mr. Wang Lifa, Mr. Liu Haibin, Ms. Sun Meng, Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming. Such proposals will be put forward at the Annual General Meeting for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to generate significant contribution to the Company and the Shareholders as a whole. In particular, Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming, all being the independent non-executive Directors, will continue to bring valuable audit, legal, management and other expertise to the Board for its efficient and effective functioning and diversity.

### RE-APPOINTMENT OF AUDITOR

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

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## LETTER FROM THE BOARD

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Upon the recommendation of the Audit Committee, the Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company until the conclusion of the next annual general meeting of the Company, and authorize the Board to fix the auditor's remuneration.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, May 26, 2026 to Friday, May 29, 2026, both days inclusive, during which no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Friday, May 29, 2026. In order to be eligible to attend and vote at the Annual General Meeting, the Shareholders must deliver all properly completed transfer forms accompanied by the relevant share certificate(s) to 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, Wan Chai, Hong Kong for registration of relevant transfers no later than 4:30 p.m. on Friday, May 22, 2026.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 26 to 31 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of retiring Directors, and the re-appointment of auditor.

### 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.91160.com](http://www.91160.com)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon 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, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 10:30 a.m. on Wednesday, May 27, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if he/she so wishes, and in such event, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

There is no Shareholder who has any material interest in the resolutions to be put forward at the Annual General Meeting, therefore none of the Shareholders is required to abstain from voting on such resolutions.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules and Article 11.1 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 general meeting, 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 set out in the notice of the 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 authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of retiring Directors, and the re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

### **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 respect 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.

Yours faithfully  
By order of the Board  
**160 Health International Limited**  
**Mr. LUO Ningzheng**  
*Chairman of the Board, Executive Director  
and Chief Executive Officer*

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

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors holds any position with the Company or any other member of the Group, or have 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, nor do they have any major appointment or qualification. 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, as at the Latest Practicable Date, 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 Rules 13.51(2)(h) to (v) of the Listing Rules.

## EXECUTIVE DIRECTORS

**Mr. LUO Ningzheng (羅寧政)**, aged 53, is the founder of our Group, an executive Director, the chairman of the Board, and the chief executive officer. He was appointed as a Director on January 31, 2022 and was re-designated as our executive Director on October 20, 2023. He is primarily responsible for formulating the overall strategy, overseeing the operation and management of our Group and overseeing the financial management supported by the accounting team (including Mr. Tang Shihua), internal control and compliance of our Group.

Mr. Luo has over 25 years of industry experience. Mr. Luo has gained in-depth understanding of the industry where our Group operates and acquired rich management experience by managing our Group and developing our business. Prior to the foundation of our Group in February 2005, Mr. Luo was a teacher at Guilin Institute of Technology (桂林工學院) (currently known as Guilin University of Technology (桂林理工大學)) from July 1996 to April 1998. From December 1998 to March 2011, Mr. Luo was engaged in providing computer engineering service at Shenzhen Integrated Hospital of Traditional Chinese and Western Medicine (深圳市中西醫結合醫院), and from July 2005 to March 2011, Mr. Luo was concurrently serving as the deputy director of the healthcare information education department of Shenzhen Integrated Hospital of Traditional Chinese and Western Medicine. In February 2005, Mr. Luo established Shenzhen Ningyuan and has been serving as the chairman of the board and the general manager since then.

Mr. Luo obtained a bachelor's degree in computer engineering from National University of Defense Technology (國防科技大學) in July 1996.

Mr. Luo has entered into a service contract with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. The primary components of Mr. Luo's remuneration include annual salary, pension scheme contributions and other social security costs amounting to RMB1,496,614, as well as a discretionary bonus, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Mr. Luo's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Luo Holdings Limited directly held 102,912,905 Shares, representing approximately 30.59% of the total number of issued Shares of the Company (excluding treasury shares). Luo Holdings Limited is wholly-owned by LNZ Management Limited, which is in turn wholly-owned by Mr. Luo. Accordingly, Mr. Luo is deemed to be interested in the Shares directly held by Luo Holdings Limited within the meaning of Part XV of the SFO. In addition, pursuant to a voting right entrustment deed dated August 7, 2024 and entered into between Mr. Luo and Ming Holdings Limited (the "Voting Deed"), Mr. Luo has controlled approximately 3.49% of the voting rights at general meeting of the Company, being the voting rights attached to all Shares directly held by Ming Holdings Limited. Accordingly, Mr. Luo is also deemed to be interested in the 11,726,665 Shares directly held by Ming Holdings Limited within the meaning of Part XV of the SFO.

**Mr. Ji Cuilin (冀翠琳)**, aged 46, is an executive Director and a vice president of our Group. Mr. Ji was appointed as an executive Director on October 20, 2023. He is primarily responsible for overseeing the business operation of our Group and participating in the decision-making of overall operations and management of our Group.

Mr. Ji has over 15 years of experience in business management. Mr. Ji has been with our Group for more than nine years, during which time he has gained industry knowledge and experience to effectively manage the business of our Group. Mr. Ji joined our Group in October 2016 as a product manager and has been a vice president since November 2020, where he has been responsible for the general management of the online business of our Group. Prior to joining our Group, Mr. Ji worked in Shenzhen Heri Fashion Limited (深圳市禾日時裝有限公司) and Shenzhen Maisui Fashion Culture Development Co., Ltd. (深圳市麥穗時尚文化發展有限公司), both specializing in clothing wholesaling, where he was primarily responsible for business branding and marketing from January 2008 to May 2008 and June 2009 to January 2012, respectively. From February 2012 to November 2014, Mr. Ji worked as the director of the strategic department and design department at Shenzhen Mogen Shitong Culture Investment Co., Ltd. (深圳市摩根世通文化投資有限公司), a company specializing in capital service, and was in charge of the strategic investment.

Mr. Ji obtained a bachelor's degree in art design from Tiangong University (天津工業大學) in July 2004.

Mr. Ji has entered into a service contract with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. The primary components of Mr. Ji's remuneration include annual salary, pension scheme contributions and other social security costs amounting to RMB1,119,814 (excluding share-based compensation expenses), as well as a discretionary bonus, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Mr. Ji's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Ji was interested in 3,115,000 underlying Shares, representing approximately 0.93% of the total number of issued Shares of the Company (excluding treasury shares). Such underlying Shares represent the total number of underlying Shares in respect of which new Shares may be allotted and issued to him or existing Shares may be transferred by the trustee upon full exercise of all outstanding Options granted under the Pre-IPO Share Option Scheme.

**Mr. HUANG Lang (黃浪)**, aged 41, is an executive Director and general manager of business division of the intelligent hospital of our Group. Mr. Huang was appointed as an executive Director on October 20, 2023. He is primarily responsible for overseeing the operation and management of the intelligent medical center.

Mr. Huang has over 15 years of experience in product design and software engineering industry. Mr. Huang joined our Group in August 2012. From August 2012 to October 2022, he successively served as an engineer, manager of our research and development department, director of the customer service management division, project manager, consultant of the pre-sale solutions, manager of the B2C platform, director of product center of our platform division, director of the doctor division, and general manager of our hospital and medical division. Since October 2022, Mr. Huang has been promoted as the general manager of business division of our intelligent hospital.

Prior to joining our Group, Mr. Huang served as a hypertext preprocessor engineer at Shenzhen Nuoyasi Information Technology Co., Ltd. (深圳諾亞思信息技術股份有限公司), a logistics information platform, from December 2007 to July 2008, primarily responsible for the website and client relationship management system development. He later served as a senior engineer at Shenzhen Xinlitan Internet Technology Co., Ltd. (深圳市新力天網絡技術有限公司), an e-commerce platform, from April 2009 to March 2010. From October 2010 to June 2012, he was a director of the development department at Shenzhen Zhiji Culture Co., Ltd. (深圳市知己文化傳播有限公司), a company specializing in social game development, where he was primarily responsible for the general and human resources management of the research department, and the technological support and development of products.

Mr. Huang obtained an associate degree in computer application technology at Xiangnan University (湘南學院) in June 2007. He was certified as a software engineer in May 2007 by the Hunan Provincial Department of Personnel (湖南省人事廳).

Mr. Huang has entered into a service contract with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. The primary components of Mr. Huang's remuneration include annual salary, pension scheme contributions and other social security costs amounting to RMB731,137 (excluding share-based compensation expenses), as well as a discretionary bonus, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Mr. Huang's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Huang was interested in 3,115,000 underlying Shares, representing approximately 0.93% of the total number of issued Shares of the Company (excluding treasury shares). Such underlying Shares represent the total number of underlying Shares in respect of which new Shares may be allotted and issued to him or existing Shares may be transferred by the trustee upon full exercise of all outstanding Options granted under the Pre-IPO Share Option Scheme.

**Mr. WANG Lifa (王立法)**, aged 37, is an executive Director and the director of the president office of our Group. Mr. Wang was appointed as an executive Director on October 20, 2023. Mr. Wang joined our Group in March 2015 as the director of the president office. He is primarily responsible for overseeing the internal management and operation of our Group.

Mr. Wang has over 15 years of experience in sales and marketing. Mr. Wang has been with our Group for more than eight years, during which time he has gained knowledge and experience to effectively management the business of our Group. Mr. Wang joined our Group in March 2015 as the director of the president office, where he has been responsible for overall management of the legal, public relations and presidential secretarial department. Prior to joining our Group, he was the manager of Shenzhen Shidai Yingke Internet Co., Ltd. (深圳市時代贏客網絡有限公司), a company specializing in telecommunication, where he was primarily responsible for marketing from March 2009 to October 2009. From March 2012 to February 2013, he worked at Shenzhen Yishangwang Information Technology Co., Ltd. (深圳市移商網信息技術有限公司), an e-commerce platform, where he was responsible for regional resources management and marketing. Mr. Wang then worked as a vice president of Manli Life (Shenzhen) Brand Management Co., Ltd (曼麗生活(深圳)品牌管理有限公司) from September 2014 to January 2015 and was responsible for sales management.

Mr. Wang obtained professional diploma in refrigeration and low-temperature technology from Daqing Petroleum Advanced Technical School (大慶石油高級技工學校) (currently known as DaQing Vocational College (大慶技術學院)) in June 2009. Mr. Wang then obtained a professional diploma in economic management from Southeast Forestry University (東北林業大學) in July 2017.

Mr. Wang has entered into a service contract with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. The primary components of Mr. Wang's remuneration include annual salary, pension scheme contributions and other social security costs amounting to RMB636,790 (excluding share-based compensation expenses), as well as a discretionary bonus, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Mr. Wang's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Wang was interested in 550,000 underlying Shares, representing approximately 0.16% of the total number of issued Shares of the Company (excluding treasury shares). Such underlying Shares represent the total number of underlying Shares in respect of which new Shares may be allotted and issued to him or existing Shares may be transferred by the trustee upon full exercise of all outstanding Options granted under the Pre-IPO Share Option Scheme.

#### NON-EXECUTIVE DIRECTORS

**Mr. LIU Haibin (劉海濱)**, aged 46, joined our Company in 2015 and is currently the Senior Product and Operating Director of our Company and a supervisor of Shenzhen Ningyuan Technology Co., Ltd. (深圳市寧遠科技股份有限公司), a subsidiary of our Company, and was appointed as non-executive Director on March 2, 2026. Mr. Liu obtained a bachelor's degree in geology and mineral exploration from Jilin University in July 2002. Mr. Liu has over 20 years of experience in internet product development and large-scale platform services, having served hundreds of millions of users. He served as the key product project manager at Xunlei Limited (a company listed on the NASDAQ, ticker symbol: XNET) before joining our Company.

Since joining our Company in 2015, Mr. Liu has been deeply involved in the internet medical industry for over a decade, leading the research and development of multiple core products and infrastructures, including cloud hospital, doctor-patient IM, big data platform, recommendation algorithm platform and AI products. Mr. Liu has successfully integrated and innovated the cutting-edge technology of internet, product methodology and operational system with the healthcare industry. His achievements are among the best in the industry and have earned him multiple patents.

Mr. Liu has entered into a letter of appointment with the Company for a term commencing on March 2, 2026 and ending on the earlier of (i) the completion of three years from the date of his appointment, and (ii) the third annual general meeting of the Company held after the date of his appointment. Mr. Liu's directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Liu will not receive any fee for his service as a non-executive Director.

As at the Latest Practicable Date, Mr. Liu was interested in 800,000 underlying Shares, representing approximately 0.24% of the total number of issued Shares of the Company (excluding treasury shares). Such underlying Shares represent the total number of underlying Shares in respect of which new Shares may be allotted and issued to him or existing Shares may be transferred by the trustee upon full exercise of all outstanding Options granted under the Pre-IPO Share Option Scheme.

**Ms. SUN Meng (孫萌)**, aged 35, joined our Group as a supervisor in March 2022 and was appointed as a non-executive Director on October 20, 2023. Ms. Sun is responsible for providing strategic advice and making recommendations on financial management and business development to our Board.

Ms. Sun has over 10 years of experience in accounting and financial management. From October 2015 to February 2018, she was a senior accountant of Deloitte Touche Tohmatsu Shenzhen Branch (德勤華永會計師事務所深圳分所). Since July 2018 and September 2023, Ms. Sun has worked as a senior manager and vice president, respectively, of Co-Stone Asset Management Co., Ltd. (基石資產管理股份有限公司) where she is primarily responsible for investment projects management.

Ms. Sun obtained a bachelor's degree in business management and finance from Zhongnan University of Economics and Law (中南財經政法大學) in June 2013 and a master's degree in finance and management from University of Exeter in July 2014. She became a qualified member of The Chinese Institute of Certified Public Accountants in December 2019.

Ms. Sun has entered into a letter of appointment with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. Ms. Sun's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules. Ms. Sun will not receive any fee for her service as a non-executive Director.

As at the Latest Practicable Date, Ms. Sun was not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. WANG Huan (王歡)**, aged 48, was appointed as an independent non-executive Director on December 12, 2025. He is primarily responsible for providing independent opinion and judgement to our Board.

Mr. Wang obtained a bachelor's degree in management from Zhongnan University of Economics and Law in June 2000, and is currently pursuing a master's degree in computational mathematics on a part-time basis at Renmin University of China. Mr. Wang holds a number of professional qualifications, including being a certified public accountant (CPA) in China, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants (ACCA) in the United Kingdom, and a certified internal auditor.

Mr. Wang has over 20 years of professional experience. Since 2011, he has held various professional and management roles at Deloitte China, including the partner of audit and financial advisory, managing partner of family office services in China, managing partner of the TMT Industry in South China region, lead partner of the Fujian market, and managing partner of the Xiamen Office. Mr. Wang has a solid theoretical foundation and extensive practical experience in auditing, finance, corporate strategy, and capital markets operations. As a core project leader, Mr. Wang has successfully led major projects involving initial public offerings (IPOs), financing and mergers and acquisitions, industrial planning, and business restructuring across the mainland China, Hong Kong, and U.S. markets, demonstrating exceptional integrated execution and resource integration capabilities.

Mr. Wang is actively involved in industry and public affairs. He currently serves as the co-secretary general of the Greater Bay Area SRDI Industry Promotion Association (粵港澳專精特新產業促進會), an advisor to the Shandong Provincial Alliance for Integration of Large, Medium and Small Enterprises (山東省大中小企業融通聯盟), and a vice president of the Hangzhou Overseas Returnee Entrepreneurship and Development Promotion Association (杭州市海外留學歸國人士創業發展促進會), having accumulated rich experience in promoting industrial collaboration and local economic development. Mr. Wang also holds social positions such as vice president of the Fujian Provincial Institute of Certified Public Accountants (福建省註冊會計師協會) and an adjunct professor at the School of Accountancy of Zhongnan University of Economics and Law, consistently dedicated to industry innovation, professional exchange, and talent cultivation.

Since March 9, 2026, Mr. Wang has been serving as an independent non-executive director of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd (SEHK stock code: 2635).

Mr. Wang has entered into a service contract with the Company for serving as an independent non-executive Director for a term commencing on December 12, 2025 and ending on the earlier of (i) the completion of three years from the date of his appointment, and (ii) the third annual general meeting of the Company held after the date of his appointment. Mr. Wang's directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Wang is entitled to receive a Director's fee of RMB200,000 per annum, which was recommended by the Remuneration Committee after considering the relevant qualifications and experience of Mr. Wang, the remuneration policy of the Company, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang was not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**Dr. XU Weiguo (徐衛國)**, aged 74, was appointed as an independent non-executive Director on September 3, 2025. He is primarily responsible for providing independent opinion and judgement to our Board.

Dr. Xu has over 43 years of theoretical and clinical experience in the clinical medicine sector and hospital management. Since October 1980, Dr. Xu has been serving in the Ruijin Hospital (瑞金醫院) and Xinhua Hospital (新華醫院) Affiliated to Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) (formerly known as Shanghai Second Medical University (上海第二醫科大學)) as a doctor, chief physician and doctoral advisor. From November 2003 to August 2014, Dr. Xu was the dean of Xinhua Hospital Affiliated to Shanghai Jiao Tong University School of Medicine, where he was responsible for medical management, teaching and research management. From September 2020 to March 2023, he joined Parkway Shanghai Hospital (上海百匯醫院) as the dean and was in charge of the overall hospital management and operation.

Dr. Xu was awarded the “Xian Sheng Cup — Outstanding Dean of Hospitals in China” (中國醫院“先聲杯”優秀院長) by the Chinese Hospital Association (中國醫院協會) in 2010 and the “Hua Ren Cup 2011 — Dean of Best Leadership of Hospitals in China” (“華仁杯”2011最具領導力中國醫院院長) by the China Hospital CEO Magazine (中國醫院院長雜誌社) in 2011.

Dr. Xu obtained a bachelor’s degree in clinical medicine from Harbin Medical University (哈爾濱醫科大學) in July 1980 and a master’s degree in respiratory medicine from Shanghai Second Medical University in June 1993 through part-time course. He obtained his doctoral degree in management from Tongji University (同濟大學) in November 2004 through part-time course. Dr. Xu was qualified as a chief physician by Shanghai Jiao Tong University School of Medicine in 2000.

Since March 2021, Dr. Xu has served as an independent non-executive director of Town Health International Medical Group Limited (康健國際醫療集團有限公司) (SEHK: 3886) where he served as a member of the audit committee, remuneration committee and nomination committee.

Dr. Xu has entered into a letter of appointment with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. Dr. Xu is entitled to receive a Director’s fee of RMB200,000 per annum, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Dr. Xu’s term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Dr. Xu was not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**Dr. FAN Ming (范明)**, aged 69, was appointed as our independent non-executive Director on September 3, 2025. He is primarily responsible for providing independent opinion and judgement to our Board.

Dr. Fan has more than 28 years of experience in education and management. From July 1995 to July 2002, he served as a professor at Jiangsu University of Technology (江蘇理工大學). Further, Dr. Fan concurrently served as the vice chancellor of Jiangsu University (江蘇大學) from August 2001 to December 2001. He moved to Yangzhou University (揚州大學) to serve as a professor from January 2002 to June 2008. Since July 2008, Dr. Fan returned to Jiangsu University to serve as a professor and subsequently as a level two professor since June 2010.

Dr. Fan has served as an independent director in a number of listed companies in various sectors:

- (a) from February 2017 to February 2023, he was an independent director of Shanghai Hiuv New Materials Co., Ltd. (上海海優威新材料股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 688680);
- (b) from November 2017 to November 2023, he was an independent director of Jiangsu SOPO Corporation (江蘇索普化工股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 600746);
- (c) from April 2018 to May 2025, he was an independent director of AVIC BIAM New Materials Technology Engineering Co., Ltd. (中航百慕新材料技術工程股份有限公司), a company listed on the NEEQ (NEEQ: 430056);
- (d) from November 2019 to December 2025, he was an independent director of Touchstone International Medical Science Co., Ltd. (天臣國際醫療科技股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 688013);
- (e) since May 2021, he has served as an independent director of Jiangsu Zhengdan Chemical Industry Co., Ltd. (江蘇正丹化學工業股份有限公司), a company listed on the Shenzhen Stock Exchange (SZSE: 300641); and
- (f) since May 2024, he has served as an independent director of Jiangsu Jibeier Pharmaceutical Co., Ltd. (江蘇吉貝爾藥業股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 688566).

Dr. Fan obtained a bachelor's degree in agricultural machinery engineering from Zhenjiang Agricultural Machinery College (鎮江農業機械學院) (currently known as Jiangsu University) in May 1982, a master's degree in marxism from Shanghai Jiao Tong University (上海交通大學) in July 1987 and a doctoral degree in technical economic and management from Hohai University (河海大學).

Dr. Fan has entered into a letter of appointment with the Company for a term commencing on the Listing Date and ending on the earlier of (i) the completion of three years from the Listing Date, and (ii) the third annual general meeting of the Company held after the Listing Date. Dr. Fan is entitled to receive a Director's fee of RMB200,000 per annum, as determined by the Board with reference to the recommendation made by the Remuneration Committee, taking into account his duties, relevant qualifications and experience, the operating results of the Group, individual performance, the remuneration policy of the Company and the prevailing market conditions. Dr. Fan's term of office is subject to the provisions regarding retirement by rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Dr. Fan was not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations 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.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 336,452,810 Shares and the Company did not hold any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 33,645,281 Shares, which represent 10% of the total number of issued Shares (excluding treasury shares, if any) 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 of Association to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASES**

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 its 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.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules 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 and the Shareholders as a whole.

The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/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, 2025, 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.

### **STATUS OF REPURCHASED SHARES**

Shares repurchased by the Company may be cancelled or held by the Company as treasury shares as determined by the Directors, depending on the 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.

### **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 will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither the explanatory statement in this Appendix II nor the proposed Repurchase Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he/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.

### **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, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interests of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholders	Capacity and nature of interest	Number of Shares held <sup>(1)</sup>	Approximate percentage of shareholding	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full <sup>(2)</sup>
Mr. Luo Ningzheng <sup>(3)(4)</sup>	Interest in a controlled corporation	102,912,905	30.59%	33.99%
	Interest of a party to an agreement regarding interests in the Company	11,726,665	3.49%	3.87%
LNZ Holdings Limited <sup>(3)</sup>	Interest in a controlled corporation	102,912,905	30.59%	33.99%
Luo Holdings Limited	Beneficial interest	102,912,905	30.59%	33.99%
Fu Zhekuan <sup>(5)(6)(7)(8)(10)</sup>	Interest in controlled corporations/Interest of spouse	51,701,065	15.37%	17.07%
Lin Fangli <sup>(9)(10)</sup>	Interest in controlled corporations/Interest of spouse	51,701,065	15.37%	17.07%
Qifu Private Equity Fund Management Co., Ltd. (啟賦私募基金管理有限公司) <sup>(7)</sup>	Interest in controlled corporations	43,688,810	12.99%	14.43%
Zhang Wei <sup>(11)</sup>	Interest in controlled corporations	19,661,640	5.84%	6.49%
QF CY <sup>(7)</sup>	Beneficial interest	17,899,010	5.32%	5.91%

Notes:

(1) All interests stated are long positions.

(2) As at the Latest Practicable Date, there were 336,452,810 Shares in issue.

- (3) Luo Holdings Limited is wholly-owned by LNZ Management Limited, which is in turn wholly-owned by Mr. Luo Ningzheng. Therefore, each of Mr. Luo and LNZ Management Limited is deemed to be interested in the Shares directly held by Luo Holdings Limited.
- (4) Pursuant to the Voting Deed, Mr. Luo controls approximately 3.49% of the voting rights at general meetings of the Company, being the voting rights attached to all Shares directly held by Ming Holdings Limited. For details, see the section headed “History, Reorganization and Corporate Structure — Voting Deed” in the Prospectus.
- (5) Fu Zhekuan is deemed to be interested in the Shares directly held by QF FZK Limited, QF CY 160 Limited (“**QF CY**”), QF ZSCY 160 Limited (“**QF ZSCY**”), QF HL 160 Limited (“**QF HL**”), QF JR 160 Limited (“**QF JR**”), QF HT 160 Limited (“**QF HT**”), QF CXHL 160 Limited (“**QF CXHL**”), YINKANG Limited (“**YINKANG**”) and LFL Limited.
- (6) QF FZK Limited is wholly-owned by Fu Zhekuan. Therefore, Fu Zhekuan is deemed to be interested in the Shares directly held by QF FZK Limited.
- (7) QF CY, QF ZSCY, QF HL, QF JR, QF HT and QF CXHL are wholly-owned by Shenzhen Fuling Corporate Management Consultation Partnership (Limited Partnership) (深圳市賦凌企業管理諮詢合夥企業(有限合夥)) (“**Shenzhen Fuling**”), Qifu Zhongsheng, Qifu Hulian, Qifu Jiarong, Qifu Hongtai and Qifu Honglian, respectively. The general partner of Shenzhen Fuling, Qifu Zhongsheng, Qifu Hulian, Qifu Jiarong, Qifu Hongtai and Qifu Honglian is Qifu Private Equity Fund Management Co., Ltd. (啟賦私募基金管理有限公司) (“**Qifu Fund**”), in which Fu Zhekuan is interested in more than one-third of the interests. Therefore, Fu Zhekuan is deemed to be interested in the Shares directly held by QF CY, QF ZSCY, QF HL, QF JR, QF HT and QF CXHL.
- (8) YINKANG is a limited company established under the laws of BVI and wholly-owned by Zhongshan Fuying Investment Partnership (Limited Partnership) (中山市賦盈投資合夥企業(有限合夥)). The general partner of Zhongshan Fuying Investment Partnership (Limited Partnership) (中山市賦盈投資合夥企業(有限合夥)) is Shenzhen Qianhai Dongfang Yinshi Asset Management Co., Ltd. (深圳前海東方銀石資產管理有限公司), which is ultimately controlled by Qifu Fund. Therefore, Fu Zhekuan is deemed to be interested in the Shares directly held by YINKANG.
- (9) LFL Limited is wholly-owned by Lin Fangli. Therefore, Lin Fangli is deemed to be interested in the Shares directly held by LFL Limited.
- (10) Lin Fangli is the spouse of Fu Zhekuan. As such, Fu Zhekuan is deemed to be interested in the Shares directly held by LFL Limited, and Lin Fangli is deemed to be interested in the Shares in which FU Zhekuan is interested by virtue of the SFO.
- (11) The general partner of Guangzhou Lingang is Urumqi Phoenix Jishi Equity Investment Management Limited Partnership Corporation (烏魯木齊鳳凰基石股權投資管理有限合夥企業), which is in turn indirectly controlled by CoStone Capital. Further, the general partner of Wuhu Linghang is Beijing Xianfeng Jishi Equity Investment Management Partnership Corporation (Limited Partnership) (北京先鋒基石股權投資管理合夥企業(有限合夥)), which is also in turn indirectly controlled by CoStone Capital. Since CoStone Capital is ultimately controlled by Zhang Wei, Zhang Wei is therefore deemed to be interested in the Shares directly held by Guangzhou Lingang and Wuhu Linghang.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Luo Ningzheng was deemed to be interested in 34.07% of the issued shares of the Company through his wholly-owned companies (LNZ Management Limited and Luo Holdings Limited, together with Mr. Luo Ningzheng, the “**Controlling Shareholders**”) and the Voting Deed. In the event that the Directors should exercise in full the Repurchase

Mandate, the shareholding controlled by the Controlling Shareholders in the Company will be increased to approximately 37.86% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation of the Controlling Shareholders to make a mandatory 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 to make a mandatory offer. Save as disclosed above, 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.

#### SHARE REPURCHASE MADE BY THE COMPANY

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

#### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices <i>HK\$</i></b>	<b>Lowest prices <i>HK\$</i></b>
<b>2025</b>		
September (from the Listing Date)	32.60	26.02
October	42.38	29.80
November	58.75	40.12
December	61.55	49.68
<b>2026</b>		
January	87.60	54.90
February	92.85	55.00
March	158.40	65.80
April (up to the Latest Practicable Date)	108.90	27.00



**160 Health International Limited**

**健康 160 国际有限公司**

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

**(Stock Code: 2656)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of 160 Health International Limited (the “**Company**”) will be held at 1/F, Front Office Building, Banyan Tree Yangshuo, 168 Zhendong Street, Fuli Town, Yangshuo County, Guilin, Guangxi Zhuang Autonomous Region, PRC on Friday, May 29, 2026 at 10:30 a.m. for the following purposes:

**Ordinary Resolutions**

1. To receive and adopt the audited consolidated financial statements, report of directors and independent auditor’s report of the Company for the year ended December 31, 2025.
2. (a) To re-elect the following retiring directors of the Company (the “**Director(s)**”):
  - (i) To re-elect Mr. Luo Ningzheng as an executive Director;
  - (ii) To re-elect Mr. Ji Cuilin as an executive Director;
  - (iii) To re-elect Mr. Huang Lang as an executive Director;
  - (iv) To re-elect Mr. Wang Lifa as an executive Director;
  - (v) To re-elect Mr. Liu Haibin as a non-executive Director;
  - (vi) To re-elect Ms. Sun Meng as a non-executive Director;
  - (vii) To re-elect Mr. Wang Huan as an independent non-executive Director;
  - (viii) To re-elect Dr. Xu Weiguo as an independent non-executive Director;
  - (ix) To re-elect Dr. Fan Ming as an independent non-executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of 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 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) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize 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 of the Company allotted or agreed conditionally or unconditionally to be allotted (or in the case of treasury shares, sold or transferred) (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 subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares of the Company;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of the 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (4) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes 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,

shall not exceed the aggregate of:

- (a) 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and
- (b) (if the Board is so authorized by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration 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
- (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 of the Company 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 recognized regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase, and either cancel or hold in treasury, shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be repurchased, and either cancelled or held in treasury, pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(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 (including any sale or transfer of treasury shares out of treasury) new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted (or in the case of treasury shares, sold or transferred) by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the said resolutions.”

By order of the Board  
**160 Health International Limited**  
**Mr. LUO Ningzheng**  
*Chairman of the Board, Executive Director  
and Chief Executive Officer*

Hong Kong, April 28, 2026

*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Headquarters:*

9/F, 11/F, Building 2  
Yongxin Times Square  
4078 Dongbin Road  
Nanshan Street, Nanshan District  
Shenzhen, PRC

*Principal Place of Business  
in Hong Kong:*

31/F, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay, Hong Kong

Room 905, Tower One  
ONE NORTH  
8 Hong Yip Street  
Yuen Long, New Territories  
Hong Kong

*Notes:*

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders (the “**Shareholders**”) of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the Shareholders.
- (ii) A Shareholder 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/its stead. The proxy does not need to be a Shareholder of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) 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/it was 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.
- (iv) In order to be valid, the completed form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 (i.e. at or before 10:30 a.m. on Wednesday, May 27, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof if he/she so wishes, and in such event, the form of proxy shall be deemed to be revoked.
- (v) For the purpose of determining the entitlement of the Shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, May 26, 2026 to Friday, May 29, 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility to attend and vote at the above meeting will be Friday, May 29, 2026. In order to be eligible to attend and vote at the above meeting, the Shareholders of the Company must deliver all properly completed transfer forms accompanied by the relevant share certificate(s) to 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, Wan Chai, Hong Kong for registration of relevant transfers not later than 4:30 p.m. on Friday, May 22, 2026.
- (vi) In respect of ordinary resolution numbered 2(a) above, Mr. Luo Ningzheng, Mr. Ji Cuilin, Mr. Huang Lang, Mr. Wang Lifa, Mr. Liu Haibin, Ms. Sun Meng, Mr. Wang Huan, Dr. Xu Weiguo and Dr. Fan Ming shall retire and, being eligible, have offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated April 28, 2026.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the Shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors 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 and for the benefits of the Shareholders of the Company. The explanatory statement containing the information necessary to enable the Shareholders of the Company 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 II to the circular dated April 28, 2026.
- (ix) 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 of the date of this notice, the Board comprises (i) Mr. LUO Ningzheng, Mr. JI Cuilin, Mr. HUANG Lang and Mr. WANG Lifa as executive Directors; (ii) Mr. LIU Haibin and Ms. SUN Meng as non-executive Directors; and (iii) Mr. WANG Huan, Dr. XU Weiguo and Dr. FAN Ming as independent non-executive Directors.*