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EC Healthcare

醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of EC Healthcare (the “**Company**”) will be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Monday, 29 May 2023 at 4:00 p.m. for the following purposes. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 May 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) subject to and conditional upon the passing of Resolution 2, the Co-Ownership Plan adopted by the Company on 16 April 2020 (“**2020 Co-Ownership Plan**”) be and is hereby terminated, in accordance with the rules of the 2020 Co-Ownership Plan, from the date on which the Co-Ownership Plan 2 becomes effective; and
- (B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the termination of the 2020 Co-Ownership Plan.”

2. “**THAT:**

- (A) the Co-Ownership Plan 2, a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, as may be amended from time to time be and is hereby approved and adopted; and

(B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the Co-Ownership Plan 2, including approving any amendments to the terms of the Co-Ownership Plan 2 that are not material to the authority given hereunder.”

3. “**THAT:**

(A) conditional upon the passing of Resolution 2, a mandate (the “**Scheme Mandate**”) be and is hereby granted to the Directors to exercise all the powers of the Company to allot and issue a total maximum number of new shares of the Company (“**Shares**”) of up to, when aggregated with other new Shares to be allotted and issued pursuant to any options and awards under other share schemes of the Company (but excluding any options and awards that have lapsed in accordance with the terms of the relevant share scheme), 10% of the issued Shares on the day of the EGM (as may be adjusted in the event of a subdivision or consolidation of Shares) pursuant to and subject to the rules (the “**Rules**”) of the Co-Ownership Plan 2 as may be amended from time to time, and such Scheme Mandate shall be in addition to and shall not prejudice or revoke any general or special mandate(s) which has/have been granted prior to the passing of this resolution or may from time to time be granted to the Directors; and

(B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the allotment and issue of the new Shares under the Co-Ownership Plan 2.”

4. “**THAT:**

(A) conditional upon the passing of Resolution 2, the directors of the Company be and are hereby authorised to exercise all the powers of the Company to allot and issue to Service Providers a total maximum number of new shares of the Company (“**Shares**”) of up to 4% of the issued Shares on the day of the EGM (“**Service Provider Sublimit**”) (subject to adjustment in the event of any share consolidation or subdivision after the Service Provider Sublimit has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same) pursuant to and subject to the Rules of the Co-Ownership Plan 2 as may be amended from time to time; and

(B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the allotment and issue of the new Shares under the Service Provider Sublimit under the Co-Ownership Plan 2.”

5. “**THAT:**

- (A) conditional upon the New Share Option Scheme (as defined below) becoming effective, the share option scheme adopted by the Company on 19 February 2016 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the conclusion of the EGM;
- (B) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 5% of the shares of the Company in issue as at the date of passing of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “B” produced to the meeting and signed by the Chairman of the Meeting for identification purposes or other schemes of the Company, the New Share Option Scheme be and is hereby approved and adopted and the Directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme including, but not limited to:
 - (i) administering the New Share Option Scheme and granting options under the New Share Option Scheme;
 - (ii) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules; and
 - (iii) making application(s) at the appropriate time or times to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any shares of the Company or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme.”

6. “**THAT**, the NSO Service Provider Sublimit (as defined in the New Share Option Scheme) on the total number of Shares that may be allotted and issued in respect of all share options to be granted to Service Providers (as defined in the New Share Option Scheme) under the New Share Option Scheme (i.e. 2% of the shares of the Company in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the NSO Service Provider Sublimit.”

Yours faithfully
For and on behalf of the Board of
EC Healthcare
Raymond Siu
Company Secretary

Hong Kong, 12 May 2023

Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Listing Rules. 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 above meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his/her/its behalf at the above meeting. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In case of joint registered holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the Shares.
4. 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 deposited at the offices of the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof should he so wish and in such event, the form of proxy shall be deemed to be revoked.
5. The register of shareholders of the Company will be closed on Monday, 29 May 2023, during which period no transfer of Shares will be effected, in order to determine the identity of the shareholders who are entitled to attend and vote at the EGM. To be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong for registration no later than 4:30 p.m. on Thursday, 25 May 2023.

6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on 29 May 2023, the above meeting will be postponed. Shareholders of the Company are requested to read the website of the Company at www.ehealthcare.com for details of alternative meeting arrangements. If shareholders of the Company have any queries concerning the alternative meeting arrangements, please call the Company at (852) 3975 4798 during business hours from 9: 30 a.m. to 6: 30 p.m. on Monday to Friday, excluding public holidays.
7. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
8. Shareholders of the Company should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Tang Chi Fai, Mr. Lu Lyn Wade Leslie, Mr. Lee Heung Wing, Ms. Wong Ka Ki Ada, and Mr. Wong Chi Cheung; the non-executive Director is Mr. Luk Kun Shing Ben; and the independent non-executive Directors are Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Au Tsun.