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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Human Health Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Human Health Holdings Limited
盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1419)

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 30 November 2018 (Friday) at 11:30 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you wish in which event the relevant form(s) of proxy shall be deemed revoked.

30 October 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 30 November 2018 (Friday) at 11:30 a.m. or at any adjournment thereof, notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the amended and restated articles of association of the Company as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Human Health Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1419)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 October 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to allot, issue and deal with new Shares during the relevant period not exceeding 20% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Share Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to repurchase issued and fully paid up Shares during the relevant period not exceeding 10% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Human Health Holdings Limited
盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1419)

Executive Directors:

Mr. Chan Kin Ping (*Chairman & Chief Executive Officer*)

Dr. Pang Lai Sheung

Dr. Sat Chui Wan

Mr. Poon Chun Pong

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Dr. Lui Sun Wing

Mr. Chan Yue Kwong Michael

Mr. Sin Kar Tim

Principal place of business:

11th Floor, TAL Building

45-53 Austin Road,

Tsim Sha Tsui

Kowloon,

Hong Kong

30 October 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, the resolutions to be proposed in the AGM in relation to *inter alia*, (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the re-election of Directors; and (iv) the notice of AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Pursuant to the annual general meeting on 30 November 2017, a general mandate and an extended mandate were granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to the Directors to repurchase Shares. Such mandates will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the proposed ordinary resolution at the AGM;
- (ii) grant to the Directors the Share Repurchase Mandate to repurchase issued and fully paid up Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the proposed ordinary resolution at the AGM; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by adding to it an amount representing the number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate, provided that such extended amount shall not exceed 10% of the number of issued Shares as at the date of passing of the proposed ordinary resolution at the AGM.

Such general mandates will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in a general meeting.

On the basis of 361,502,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Share Issue Mandate and the Share Repurchase Mandate are passed at the AGM, and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 72,300,400 Shares under the Share Issue Mandate and repurchase a maximum of 36,150,200 Shares under the Share Repurchase Mandate. If the Company conducts a share consolidation or subdivision after the Share Issue Mandate and/or Share Repurchase Mandate are granted, the maximum number of Shares that may be (i) issued under the Share Issue Mandate

LETTER FROM THE BOARD

and/or (ii) repurchased under the Share Repurchase Mandate 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. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

Pursuant to the Listing Rules, the Company is required to provide you with the requisite information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of four executive Directors, namely Mr. Chan Kin Ping, Dr. Pang Lai Sheung, Dr. Sat Chui Wan and Mr. Poon Chun Pong, and three independent non-executive Directors, namely Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim.

Pursuant to article 83(3) of the Articles of Association, the directors shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Articles 84(1) and 84(2), notwithstanding any other provisions in the Articles of Association, at each annual general meeting one third of the directors for the time being (or, if their number is not a multiple of three (3), 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 at an AGM at least once every three years. A retiring director shall be eligible for re-election and shall continue to act as a director throughout the meeting at which he retires. The directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular directors or the number of directors who are to retire by rotation. Accordingly:

- (a) Mr. Chan Kin Ping, who was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015, shall retire, and, being eligible, offer himself for re-election as an executive Director at the AGM;

LETTER FROM THE BOARD

- (b) Mr. Poon Chun Pong, who was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015, shall retire, and, being eligible, offer himself for re-election as an executive Director at the AGM; and
- (c) Mr. Sin Kar Tim, who was appointed as an independent non-executive Director on 27 January 2016, shall retire, and, being eligible, offer himself for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected are contained in Appendix II to this circular.

4. AGM

Set out on pages 14 to 19 of this circular is the notice of the AGM to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 30 November 2018 (Friday) at 11:30 a.m. A form of proxy is enclosed with this circular for use at the AGM. You are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meetings, as the case may be. Completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

5. RECOMMENDATION

The Directors consider that (a) the grant of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate; and (b) the re-election of the retiring Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

7. GENERAL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll and an announcement on the poll results of the AGM will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.humanhealth.com.hk.

Yours faithfully,
By order of the Board
Chan Kin Ping
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Share Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions as follow:

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

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

An exercise of the proposed Share Repurchase Mandate in full during the proposed repurchase period might have a material adverse impact on the working capital and/or gearing position of the Company compared with that of 30 June 2018, being the date of its latest published audited consolidated accounts.

The Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company 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.

4. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 361,502,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to repurchase a maximum of 36,150,200 Shares, representing 10% of the number of issued Shares as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and 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 of the Directors, the interests of the controlling Shareholders (as defined under the Listing Rule, being Mr. Chan Kin Ping, Dr. Pang Lai Sheung and Treasure Group Global Limited) in the Company in aggregate were 259,196,286 Shares.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholdings of the controlling Shareholders in aggregate would be increased to approximately 79.67% of the number of issued Shares as at the Latest Practicable Date. Such increases will not give rise to any obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2017		
October	1.93	1.82
November	1.89	1.60
December	1.68	1.56
2018		
January	2.04	1.59
February	2.29	1.83
March	2.10	1.88
April	1.92	1.83
May	2.09	1.92
June	2.05	1.80
July	1.85	1.69
August	1.79	1.62
September	1.80	1.61
October (<i>up to the Latest Practicable Date</i>)	1.78	1.53

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

EXECUTIVE DIRECTORS

Mr. CHAN Kin Ping (陳健平) (“**Mr. Chan**”), aged 54, is the chairman of the Board, chief executive officer of our Group and an executive Director. Mr. Chan is also one of the co-founders of our Group and has since then been leading our Group for over 20 years to serve in the private healthcare industry. He is responsible for managing the overall operations and developments and formulating the overall business plans of our Group. Mr. Chan currently also holds directorship in each of the members of the Group except Healthvision (Asia) Limited (“**Healthvision**”), Win Ocean Limited (“**Win Ocean**”) and Yingjian Qiye Management Consultancy (Shanghai) Limited* (盈健企業管理諮詢(上海)有限公司) (“**Yingjian Qiye**”).

Mr. Chan obtained a degree of Master of Business Administration from the University of South Australia in August 2008.

In September 2016, Mr. Chan was appointed as the chairman cum director of Hong Kong Kowloon City Industry and Commerce Association. Mr. Chan is currently serving as the Chairman of Kowloon West Youth Care Committee and a director of The Lok Sin Tong Benevolent Society, Kowloon. Mr. Chan was also appointed as the principal adviser of the advisory board to Auxiliary Medical Services Officers’ Club since June 2013. Moreover, Mr. Chan has been a director of the Hong Kong Shanxi Chamber of Commerce and an ordinary member of the Hong Kong Professionals and Senior Executives Association since May 2014 and November 2013, respectively. He has also been the Vice President of the Hong Kong Real Property Federation since September 2013. Save as disclosed above, Mr. Chan does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chan is the husband of Dr. Pang Lai Sheung, the chief medical officer of our Group and an executive Director, and the uncle of Mr. Poon Chun Pong, the chief operating officer of our Group and an executive Director. Mr. Chan was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015. Mr. Chan has entered into a service agreement as an executive Director with the Company for a term of three years commencing from 1 April 2016, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. He is entitled to an annual remuneration as a chief executive officer of the Group of HK\$2,160,000 and a performance bonus, which are determined by the Board with reference to his duties and responsibilities, experience, market benchmarks, the prevailing market conditions and the performance of the Group.

* for identification purpose only

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Chan was deemed to be interested in 259,196,286 Shares within the meaning of Part XV of the SFO, in which 6,850,000 Shares are held by him as beneficial owner and 252,346,286 Shares are held through Treasure Group Global Limited, which is a company owned as to 50% by Mr. Chan and 50% by our Director Dr. Pang Lai Sheung. Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

Mr. POON Chun Pong (潘振邦) (“Mr. Poon”), aged 40, joined our Group in June 2003 and was appointed as the chief operating officer in September 2013. Mr. Poon is an executive Director and is mainly responsible for overseeing the overall business operations of our Group. Mr. Poon currently also holds directorship in a number of members of the Group, namely Be Health Specialist Limited, Perfect Life Asia Limited, We Health Medical Diagnostic Limited, Impact Medical Imaging Centre Company Limited, Healthvision, Win Ocean and Yingjian Qiye.

Mr. Poon obtained a degree of Bachelor of Engineering with Honours and a degree of Master of Business Administration from The Chinese University of Hong Kong in December 2000 and December 2009, respectively.

Mr. Poon has over 15 years of experience in information technology in the medical field and over 10 years of management experience as he began his career as a senior technical analyst of Human Health Associate Limited in June 2003. He was later appointed as an assistant director of Actmax Limited in April 2007 and is primarily responsible for overseeing the overall business operations of our Group. Save as disclosed above, Mr. Poon does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Poon is the nephew of Mr. Chan, the chairman of the Board, chief executive officer of our Group and an executive Director, and Dr. Pang Lai Sheung, the chief medical officer of our Group and an executive Director. Mr. Poon was appointed as a Director on 9 June 2015 and designated as an executive Director on 22 October 2015. Mr. Poon has entered into a service agreement as an executive Director with the Company for a term of three years commencing from 1 April 2016, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. He is entitled to an annual remuneration as a chief operating officer of the Group of HK\$1,536,000 and a performance bonus, which are determined by the Board with reference to his duties and responsibilities, experience, market benchmarks, the prevailing market conditions and the performance of the Group.

As at the Latest Practicable Date, Mr. Poon was interested in 288,000 Shares and 600,000 underlying Shares as beneficial owner within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Poon does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. SIN Kar Tim (冼家添) (“**Mr. Sin**”), aged 62, was appointed as an independent non-executive Director on 27 January 2016. Mr. Sin has over 35 years of experience in areas of accounting, finance, administration, human resources and company secretarial.

Mr. Sin obtained a degree of Bachelor of Business Administration from The Chinese University of Hong Kong in December 1980. He is currently a fellow of the Chartered Association of Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. He is also a fellow of the Hong Kong Institute of Directors.

Mr. Sin has been working for Wing On Group since July 1980. He is currently the chief accountant and company secretary of Wing On Company International Limited, a company listed on the Stock Exchange (Stock Code: 00289), the chief accountant of The Wing On Company Limited and a director of The Wing On Department Stores (Hong Kong) Limited and he is responsible for the group’s administration, accounting and finance matters. Save as disclosed above, Mr. Sin does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

The Company has entered into a letter of appointment with Mr. Sin for a term of three years commencing from 1 April 2016, which could be terminated by either party by giving not less than 3 months’ prior notice in writing to the other party. His appointment is subject to retirement by rotation and re-election by the Shareholders at least once every three years pursuant to the Articles of Association. Mr. Sin is entitled to an annual director’s fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities and the prevailing market condition.

As at the Latest Practicable Date, Mr. Sin did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Sin does not have any relationship with any Directors, senior management of the Group or substantial or controlling Shareholders.

Save as disclosed above, the Directors proposed to be re-elected have confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Human Health Holdings Limited 盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1419)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Human Health Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 30 November 2018 (Friday) at 11:30 a.m., for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2018;
2. to declare a final dividend;
3. to re-appoint Ernst & Young as the auditor of the Company and to authorize the board of Directors of the Company (the “**Board**”) to fix its remuneration;
4.
 - (a) to re-elect Mr. Chan Kin Ping as an executive Director;
 - (b) to re-elect Mr. Poon Chun Pong as an executive Director;
 - (c) to re-elect Mr. Sin Kar Tim as an independent non-executive Director; and
 - (d) to authorize the Board to fix the remuneration of the Directors;
5. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

“THAT:

- (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares of the Company; (ii) securities convertible into shares of the Company; and (iii) options, warrants or similar rights to subscribe for any shares or convertible securities of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;
 - (iii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company;
 - (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company;

shall not exceed 20 per cent of the number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the shares of the Company at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company or (ii) any securities convertible into new shares of the Company, for cash consideration;

NOTICE OF ANNUAL GENERAL MEETING

- (e) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of securities of the Company that may be issued pursuant to the approval in paragraph (a) of this resolution as may be extended by resolution 7 below set out in the notice convening this meeting of which this resolution forms part if so passed, as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval, shall be adjusted to such extent accordingly;
- (f) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“benchmarked price” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that day (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or those of any other stock exchange (as applicable), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same, and such maximum number of shares of the Company, and powers granted under such approval shall be adjusted to such extent accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, subject to the passing of Resolutions 5 and 6 set out above in the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 5 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution.”

Yours faithfully,
By order of the Board
Chan Kin Ping
Chairman

Hong Kong, 30 October 2018

Principal place of business:

11/F., TAL Building
45-53 Austin Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
2. A form of proxy for use in connection with the forthcoming annual general meeting on 30 November 2018 is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the forthcoming annual general meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For the purpose of ascertaining the shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 27 November 2018 to Friday, 30 November 2018, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 November 2018.
5. For the purpose of ascertaining the shareholders' entitlement to receive the final dividend which is subject to the approval by the shareholders at the annual general meeting, the register of members of the Company will be closed from Thursday, 6 December 2018 to Friday, 7 December 2018, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 December 2018.
6. As at the date of this notice, the executive Directors are Mr. Chan Kin Ping, Dr. Pang Lai Sheung, Dr. Sat Chui Wan and Mr. Poon Chun Pong; the independent non-executive Directors are Dr. Lui Sun Wing, Mr. Chan Yue Kwong Michael and Mr. Sin Kar Tim.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the annual general meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.humanhealth.com.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled annual general meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.