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Honliv Healthcare Management Group Company Limited

宏力醫療管理集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9906)

PROPOSED ADOPTION OF REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Honliv Healthcare Management Group Company Limited (the “**Company**”) proposes to amend the existing second amended and restated memorandum and articles of association (“**M&A**”) of the Company to bring the existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

A summary of the Proposed Amendments is set out below:

1. to provide that the Company shall hold a general meeting as its annual general meeting in each financial year;
2. to include that the right of any member(s) holding, at the date of deposit of the requisition, not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company to convene a general meeting;
3. to allow members to appoint proxies to attend the Company’s general meetings and that such proxy shall have the right to speak and vote;
4. to provide that any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;

5. to provide that the Company shall at every annual general meeting by ordinary resolution appoint the auditor of the Company;
6. to provide that subject to the Companies Act of the Cayman Islands, the Company may by special resolution resolve that the Company be wound up voluntarily;
7. to provide that unless otherwise prescribed by the Directors, the financial year of the Company shall end on 31 December of each year, and shall begin on 1 January of each year; and
8. other incidental changes related to the Proposed Amendments where the Board considers appropriate.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of special resolution at the forthcoming annual general meeting of the Company expected to be held on 16 June 2023 (the “**Annual General Meeting**”). A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the amended and restated M&A when compared with the existing M&A together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board
Honliv Healthcare Management Group Company Limited
Qin Yan
Chairman

Hong Kong, 27 March 2023

As at the date of this announcement, the Board comprises Mr. Qin Yan, Dr. Teng Qingxiao and Mr. Wang Zhongtao as the executive Directors, Mr. Qin Hongchao as the non-executive Director and Mr. Zhao Chun, Mr. Sun Jigang and Mr. Jiang Tianfan as the independent non-executive Directors.