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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR

- (1) RE-ELECTION OF DIRECTORS;**
- (2) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;**
- (3) CHANGE OF COMPANY NAME; AND**
- (4) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Capitalised terms used in this cover page should have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. The AGM will be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 9 May 2025 at 10:30 a.m.. The notice convening the AGM is set out on pages 27 to 33 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy can also be downloaded from the websites of the Company (www.clsapremium.com) and the Stock Exchange (www.hkexnews.hk). Irrespective of whether Shareholders will attend the AGM, they are encouraged to appoint the chairman of the AGM as their proxy. Shareholders are recommended to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and no 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 adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

No refreshment and corporate gifts will be provided at the AGM.

16 April 2025

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DEFINITIONS

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

“AGM”	the Company’s annual general meeting to be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 9 May 2025 at 10:30 a.m. (or, in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the Hong Kong Government is/are in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 12 May 2025) and any adjournment thereof to consider and, if thought fit, to approve, among other things, the proposals for (i) the re-election of Directors; (ii) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (iii) the Change of Company Name; and (iv) the Proposed Amendments and the adoption of the New M&A
“Article(s)”	the Company’s existing articles of association
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Change of Company Name”	the proposed change of Company name from “CLSA Premium Limited” to “Top Eminent Healthcare Group Limited”
“Company”	CLSA Premium Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 6877)
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the Company’s director(s)

DEFINITIONS

“Existing M&A”	the existing amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general mandate to issue, allot and dispose of additional Shares
“Latest Practicable Date”	11 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New M&A”	the new amended and restated memorandum and articles of association of the Company which incorporated the Proposed Amendments
“Proposed Amendments”	the proposed amendments to the Existing M&A described in Appendix III to this circular
“Repurchase Mandate”	the general mandate to repurchase Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the Company’s share capital or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time
“Treasury Shares”	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	per cent.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

All references to time and date in this circular are to Hong Kong time and date.

LETTER FROM THE BOARD



CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6877)

Executive Directors:

Mr. Ji Guangfei
(Chairman and Chief Executive Officer)
Ms. Li Jiang *(Deputy Chairman)*
Mr. Zhang Huanping

Non-executive Directors:

Mr. Li Jiong
Mr. Yuan Feng
Mr. Chung Cheuk Fan Marco

Independent non-executive Directors:

Mr. Zhou Zuyu *(Lead INED)*
Ms. Hu Zhaoxia
Mr. Lyu Aiping

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

***Head Office and Principal Place of
Business in Hong Kong:***

Suite 810, Level 8
One Pacific Place
88 Queensway
Hong Kong

16 April 2025

To the Shareholders

Dear Sirs,

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR

- (1) RE-ELECTION OF DIRECTORS;
- (2) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;
- (3) CHANGE OF COMPANY NAME; AND
- (4) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION

INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM (the “Notice of AGM”) to be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 9 May 2025 at 10:30 a.m. (or, in the event that a black rainstorm warning signal, or tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the Hong Kong Government is/are in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 12 May 2025) and any adjournment thereof.

LETTER FROM THE BOARD

This circular also provides information regarding the resolutions to be proposed at the AGM, inter alia, (1) the re-election of Directors; (2) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (3) the Change of Company Name; and (4) the Proposed Amendments and the adoption of the New M&A, and to give you notice of the AGM, at which the ordinary and special resolutions set out in the Notice of AGM will be proposed.

RE-ELECTION OF DIRECTORS

Pursuant to Article 84, at each of the Company's 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 annual general meeting at least once every three years. All the retiring Directors shall be eligible for re-election.

Pursuant to the Article 83(3), any Director appointed by the Board to fill a casual vacancy shall hold office until the next Company's annual general meeting after his appointment and be subject to re-election at such meeting.

In accordance with the Article as mentioned above, each of Mr. Ji Guangfei, Ms. Li Jiang, Mr. Zhang Huanping, Mr. Yuan Feng, Mr. Chung Cheuk Fan Marco, Mr. Zhou Zuyu, Mr. Lyu Aiping and Ms. Hu Zhaoxia shall retire from office by rotation at the AGM. All of the abovementioned Directors, being eligible, will offer themselves for re-election as executive Director/non-executive Director/independent non-executive Director (as the case may be) at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 10 May 2024, ordinary resolutions were passed to grant general mandates to the Directors: (i) to issue, allot or deal with Shares not exceeding 20% of the total number of issued Shares as of the date of the passing of the relevant resolution; and (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares at the date of the passing of the relevant resolution. These general mandates are set to expire at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, approval will be sought from Shareholders for the Issue Mandate and the Repurchase Mandate as follows:

- (i) to authorise the Board to issue, allot and dispose of such number of additional Shares not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the total number of issued Shares at the date of the passing of the relevant resolution (excluding any Treasury Shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). Any additional Shares to be allotted or issued pursuant to such a general mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the “benchmarked price” (as described in Rule 13.36(5) of the Listing Rules). The relevant ordinary resolution is set out in agenda item No. 5(1) of the Notice of AGM; and
- (ii) to authorise the Board to repurchase on the Stock Exchange (or any other stock exchange) Shares up to a maximum of 10% of the total number of issued Shares at the date of the passing of the relevant resolution (excluding any Treasury Shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). The relevant ordinary resolution is set out in agenda item No. 5(2) of the Notice of AGM.

In respect of the Issue Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares pursuant to the general mandate under that resolution.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in agenda item No. 5(1) of the Notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

EXPLANATORY STATEMENT

An explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant Directors the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

Reference is made to the Company's announcement dated 17 March 2025 in relation to, among other matters, the Change of Company Name, the Proposed Amendments and the adoption of the New M&A.

The Board proposes to change the Company name from "CLSA Premium Limited" to "Top Eminent Healthcare Group Limited".

Conditions of the Change of Company Name

The Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Change of Company Name at the AGM; and
- (b) approval of the Registrar of Companies in Cayman Islands for the Change of Company Name.

The Change of Company Name will take effect after satisfaction of the above conditions and from the date of entry of the new name of the Company into the register of companies maintained by the Registrar of Companies in Cayman Islands in place of the existing names. The Registrar of Companies in Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Change of Company Name

The Board considers that the proposed new name of the Company will provide a fresh corporate image that will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. After the Change of Company Name has become effective, any new issue of share certificates of the Company will be issued in the new name of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

Subject to the confirmation of the Stock Exchange, the stock short name of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Company Name has become effective.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the special resolution, the effective date of the Change of Company Name, the new stock short name of the Company for trading of Shares on the Stock Exchange and other relevant changes as and when appropriate.

PROPOSED AMENDMENTS TO THE EXISTING M&A AND ADOPTION OF THE NEW M&A

As disclosed in the Company's announcement dated 17 March 2025, the Board proposes to seek the approval of the Shareholders at the AGM, by way of a special resolution, for the Proposed Amendments and the adoption of the New M&A.

Pursuant to Rule 13.51(1) of the Listing Rules, the legal advisers to the Company as to the laws of Hong Kong have confirmed that the Proposed Amendments and the New M&A comply with the requirements of the Listing Rules, and the legal advisers to the Company as to the laws of the Cayman Islands have also confirmed that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company has confirmed that there is nothing unusual about the Proposed Amendments.

The Proposed Amendments are described in Appendix III to this circular. The Proposed Amendments and the adoption of the New M&A are subject to the approval of the Shareholders by way of a special resolution at the AGM. Subject to the passing of the relevant special resolution at the AGM, the New M&A will be adopted with effect from the date on which the Change of Company Name becomes effective.

AGM

The Notice of AGM is set out on pages 27 to 33 of this circular.

All the resolutions to be proposed at the AGM set out in the Notice of AGM will be voted on by way of a poll pursuant to Article 66. The results of the poll will be posted on the websites of the Company (www.clsapremium.com) and the Stock Exchange (www.hkexnews.hk).

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the abovementioned websites. Irrespective of whether you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and no less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:30 a.m. on Wednesday, 7 May 2025 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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.

RECOMMENDATIONS

The Board considers the proposals for (1) the re-election of Directors; (2) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (3) the Change of Company Name; and (4) the Proposed Amendments and the adoption of the New M&A to be in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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.

Your attention is drawn to the information as set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
CLSA Premium Limited
Ji Guangfei
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company's issued share capital comprised 2,033,290,000 fully paid Shares.

Subject to the passing of the ordinary resolution in agenda item No.5(2) at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 203,329,000 Shares, representing 10% of the total number of issued Shares as at the date of the passing of ordinary resolution in agenda item No. 5(2).

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of the Treasury Shares will be subject to the ordinary resolution set out in agenda item No. 5(1) of the Notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as the Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as the Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from its Shareholders to enable the Directors to repurchase the Shares in the market.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share attributable to the Shareholders and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles, the Listing Rules and all applicable laws and regulations of the Cayman Islands, including profits of the Company or the proceeds of a fresh issue of the Shares made for the purpose of the repurchase.

In the event that the Repurchase Mandate was to be exercised in full at any time during the proposed period within which the Repurchase Mandate may be exercised, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2024 contained in the Company's 2024 annual report. However, 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 and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months before the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
April	–	–
May	–	–
June	–	–
July	0.144	0.070
August	0.107	0.083
September	0.096	0.071
October	0.152	0.089
November	0.119	0.087
December	0.106	0.088
2025		
January	0.104	0.091
February	0.270	0.105
March	0.177	0.125
April (up to Latest Practicable Date)	0.400	0.177

Note: Trading in the Shares has been suspended with effect from 9:00 a.m. on Tuesday, 25 April 2023 and resumed with effect from 9:00 a.m. on Friday, 19 July 2024, immediately prior to the trading suspension, the closing price of the Shares as quoted on the Stock Exchange on 24 April 2023 was HK\$0.070 per Share.

5. IMPLICATIONS UNDER THE TAKEOVERS CODE

If, on exercise of power to repurchase 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 for the purposes of Rule 26 and Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As of the Latest Practicable Date, by virtue of the SFO, Beijing Tong Ren Tang (Cayman) Limited ("**TRT Cayman**") and CITIC Securities International Company Limited ("**CSI**"), both of which are the Substantial Shareholders of the Company, were deemed to be interested in 1,606,555,001 Shares (of which 1,219,561,000 Shares were held by TRT Cayman and 386,994,001 Shares were held by CSI), representing approximately 79.01% of the total number of issued Shares. In the event that the Directors exercise the Repurchase Mandate in full, and if the present shareholdings remain the same, the deemed interests of TRT Cayman and CSI in the Company would increase to approximately 87.79% of the total number of issued Shares. Such an increase would cause the Company to not satisfy the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

6. GENERAL

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases of Shares pursuant to the ordinary resolution in agenda item No. 5(2) of the Notice of AGM in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their Close Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Neither this Explanatory Statement nor the proposed Repurchase Mandate has any unusual features.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

APPENDIX II

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As required by the Listing Rules, the particulars of the Directors proposed to be re-elected at the AGM are set out in this Appendix II.

(1) MR. JI GUANGFEI

Position and experience

Mr. Ji Guangfei (“Mr. Ji”), aged 51, joined the Group in April 2025 and currently serves as the Company’s executive Director, the Chairman of the Board, Chief Executive Officer, the chairman of the Company’s nomination committee, and a member of the Company’s remuneration committee. He has dedicated over 25 years to corporate management and investment operations and accumulated profound experience in various fields including medical health, financial investment and energy, etc.. He possesses extensive resources integration ability to promote in-depth integration of industries. Mr. Ji currently serves as the chairman of Tong Ren Tang International Group and plays a key role in the corporate management and strategic decision-making, leading the group to steady development. Concurrently, Mr. Ji also serves as the director of various companies, including Top Eminent Invest Co., Limited (an entity incorporated in Hong Kong), Top Eminent Investment (Singapore) Pte Ltd., Beijing Tong Ren Tang USA Inc., Beijing Tong Ren Tang Europe Holding B.V., and The Herb Booth Pty Ltd., etc., contributing to the corporate development with his rich experience and outstanding leadership. Mr. Ji obtained an Executive Master of Business Administration (EMBA) degree from the Chinese University of Hong Kong in 2015.

As of the Latest Practicable Date, Beijing Tong Ren Tang (Cayman) Limited (“**TRT Cayman**”) beneficially owns 1,219,561,000 shares of the Company. TRT Cayman is 59.4% owned by Top Eminent Invest Co., Ltd., which is wholly owned by Mr. Ji. By virtue of the SFO, Mr. Ji is deemed to be interested in the shares of the Company held by TRT Cayman. Furthermore, 813,316,000 shares of the Company owned by TRT Cayman have been charged in favor of CITIC Securities International Company Limited as of 18 February 2025.

Save as disclosed, Mr. Ji has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Ji, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months’ prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Ji does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Ji was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement entered into between the Company and Mr. Ji, he is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Ji that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Ji that need to be brought to the attention of the Shareholders.

(2) MS. LI JIANG**Position and experience**

Ms. Li Jiang (“**Ms. Li**”), aged 59, joined the Group in 2022 as the head of healthcare and currently serves as the Company’s executive Director. She has over 30 years of experience in the retail management of medicines and in the operations of healthcare products and medicines manufacturing. Prior to joining the Group, Ms. Li served as the vice general manager of Beijing Tong Ren Tang Chuan Chiong Enterprises Consultancy Co., Ltd. from 2000 to 2021, where she was responsible for the operation and management of the Chongwenmen Pharmaceutical Store of Tong Ren Tong. From 2005 to 2021, Ms. Li was also the deputy vice general manager of Beijing Tong Ren Tang Pharmaceutical Co., Ltd., where she oversaw the supervision and management of Chinese medicine factories. Ms. Li holds a Bachelor’s degree specializing in trade and economics from Renmin University of China, which she obtained in 1987, and an EMBA degree from The University of Texas at Arlington in 2005.

Save as disclosed, Ms. Li has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the service agreement entered into between the Company and Ms. Li, her current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months’ prior written notice. She is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Ms. Li does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Ms. Li was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement entered into between the Company and Ms. Li, she is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as her roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Ms. Li that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Li that need to be brought to the attention of the Shareholders.

(3) MR. ZHANG HUANPING**Position and experience**

Mr. Zhang Huanping ("Mr. Zhang"), aged 65, joined the Group in 2023 as a consultant to provide professional advice on ODM product development and currently serves as the Company's executive Director and the chairman of the Company's corporate governance committee. He has over 40 years of experience in the production of Chinese medicine products. Prior to joining the Group, Mr. Zhang served as the executive director and chief executive officer of Beijing Tong Ren Tang Chinese Medicine Company Limited (Hong Kong Stock Code: 3613), where he was primarily responsible for production. He joined Beijing Tong Ren Tang group in 1979 and previously held the positions of deputy manager of the Chinese medicine factory and the medicine wine factory at Tong Ren Tang, as well as an executive director of Tong Ren Tang Technologies Co., Ltd.. Mr. Zhang graduated from the Correspondence Institute of the Party School of the Central Committee of the Chinese Communist Party, majoring in economic management, in 2000. He was conferred the title of Pharmacist-in-Charge by the Beijing Intermediate Professional Technical Titles Evaluation Committee in 2002.

Save as disclosed, Mr. Zhang has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Zhang, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months' prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Zhang does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Zhang was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement entered into between the Company and Mr. Zhang, he is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Zhang that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(4) MR. YUAN FENG**Position and experience**

Mr. Yuan Feng (“**Mr. Yuan**”), aged 41, joined the Group in June 2019 and currently serves the Company’s non-executive Director. He is the director of the planning and finance department of CITIC Securities Company Limited (“**CITIC Securities**”), the controlling shareholder (as defined in the Listing Rules) of CITIC Securities International Company Limited, which has been a shareholder of the Company since April 2019. He is also the chief financial officer of CITIC CLSA group, a wholly-owned subsidiary group of CITIC Securities. Mr. Yuan previously worked as a senior accountant in the finance department of CITIC Corporation Limited from February 2015 to April 2019, and as an audit manager at Deloitte Touche Tohmatsu from July 2008 to July 2014. He obtained his Master’s degree in world economics from the University of International Relations in 2008 and has been a member of The Chinese Institute of Certified Public Accountants since 2014.

Save as disclosed, Mr. Yuan has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Yuan, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months’ prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Yuan does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Yuan was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Yuan, he is entitled to receive a Director's fee of HK\$120,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

However, on the date of signing the appointment letter, Mr. Yuan voluntarily waived his remuneration.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Yuan that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Yuan that need to be brought to the attention of the Shareholders.

(5) MR. CHUNG CHEUK FAN MARCO**Position and experience**

Mr. Chung Cheuk Fan Marco ("Mr. Chung"), aged 45, joined the Group in July 2021 and currently serves as the Company's non-executive Director. He is the Group Head of Legal of the CITIC CLSA group. Prior to joining the CITIC CLSA group, Mr. Chung worked at Morgan Stanley between November 2011 to April 2021 holding various positions including regional head of legal for the investment management private funds business; regional head of legal for the investment banking mergers and acquisitions business; and the regional chief operating officer for the investment management private funds business. Prior to joining Morgan Stanley, Mr. Chung worked as an attorney (specializing in company law) at Slaughter and May's London and Hong Kong offices between 2004 to 2011. Mr. Chung is a qualified attorney in England & Wales, Hong Kong, Australia (New South Wales) and New Zealand. Mr. Chung obtained a Bachelor of Laws and Commerce conjoint degree from the University of Auckland. Mr. Chung has been appointed to the Shenzhen Court of International Arbitration Panel of Arbitrators and the South China International Arbitration Center (Hong Kong) Panel of Arbitrators.

Save as disclosed, Mr. Chung has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Chung, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months' prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Chung does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Chung was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Chung, he is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Chung that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders.

(6) MR. ZHOU ZUYU**Position and experience**

Mr. Zhou Zuyu ("Mr. Zhou"), aged 44, joined the Group in April 2025. He serves as the Company's independent non-executive Director, the Lead INED, and the chairman of the Company's remuneration committee. He is also a member of the Company's audit committee, nomination committee and corporate governance committee. He served as a managing director and head of healthcare investment banking for Asia Pacific at Credit Suisse. Prior to 2021, he was a managing director and head of healthcare investment banking at CITIC CLSA group, as well as a senior vice president of investment banking at CITIC Securities. He graduated from Peking University's Guanghua School of Management in 2004 with a Master's degree in finance.

Save as disclosed, Mr. Zhou has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Zhou, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months' prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Zhou does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Zhou was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Zhou, he is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Zhou that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

(7) MR. LYU AIPING**Position and experience**

Mr. Lyu Aiping (“**Mr. Lyu**”), aged 62, joined the Group in April 2025. He serves as the Company’s independent non-executive Director and is a member of the Company’s audit committee, nomination committee, and corporate governance committee. He is currently Vice-President (Research and Development) and Dr. Kennedy Y.H. Wong Endowed Chair Professor in Chinese Medicine at Hong Kong Baptist University. He is also the Foreign Member of Academia Europaea and is currently serving as an independent non-executive director for a company listed on the Stock Exchange, namely Kaisa Health Group Holdings Limited (Stock Code: 876).

Mr. Lyu’s current research focuses on the field of systems medicine, where he integrates Chinese medicine and Western medicine while applying advanced techniques in life sciences and data sciences. Specifically, he is dedicated to the novel re-classification of rheumatoid arthritis, aiming to identify more precise therapeutics based on new sub-groupings of patients through a combination treatment approach using existing drugs. His research has further delved into the dynamics of network biomarkers for re-classification and the interaction of combined drugs for precise treatment. Mr. Lyu’s contributions to academia are substantial, with approximately 600 academic papers published in renowned journals such as Nature Medicine, Nature Review in Drug Discovery, Nature Communications, and Briefings in Bioinformatics, covering a wide range of areas in integrative medicine. His research excellence has been acknowledged with the Highly Cited Researcher award in 2023 by Clarivate Analytics.

Save as disclosed, Mr. Lyu has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment entered into between the Company and Mr. Lyu, his current term of office is three years from 7 April 2025, unless terminated by either party giving the other not less than three months’ prior written notice. He is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Mr. Lyu does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Mr. Lyu was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. Lyu, he is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as his roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Mr. Lyu that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Lyu that need to be brought to the attention of the Shareholders.

(8) MS. HU ZHAOXIA**Position and experience**

Ms. Hu Zhaoxia ("Ms. Hu"), aged 73, joined the Group in June 2019. She serves as the Company's independent non-executive Director, the chairman of the Company's audit committee, and is a member of the Company's remuneration committee and nomination committee. From 2012 to September 2015, Ms. Hu served as the chief financial officer of (Zanhua (China) Equipment Leasing Co., Ltd.*) 贊華(中國)設備租賃有限公司. Prior to this, from October 1978 to January 2012, Ms. Hu worked as deputy director of the accounting system division, deputy general manager and director of the accounting division of the finance and accounting department of the Head Office of Bank of China; deputy manager of the accounting department and assistant general manager of Bank of China London Branch; deputy general manager of Bank of China Sydney Branch; chief financial officer of the retail banking business department of Bank of China and senior supervisor of the office of the board of supervisors of the Head Office of Bank of China. Ms. Hu graduated from Tianjin University of Finance and Economics with major in Finance in 1978 and obtained her senior accountant qualification, which was granted by the committee of assessment of Bank of China in 1992.

Save as disclosed, Ms. Hu has not held any other directorships in public companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment entered into between the Company and Ms. Hu, her current term of office is three years from 27 June 2022 and will be extended for three years to 26 June 2028, unless terminated by either party giving the other not less than three months' prior written notice. She is also subject to retirement and re-election at the AGM in accordance with the Articles.

Relationships

As far as the Directors are aware and save as disclosed, Ms. Hu does not have any relationships with other Directors, senior management, the Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, save as disclosed and as of the Latest Practicable Date, Ms. Hu was not interested in, or deemed to be interested in, any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Ms. Hu, she is entitled to receive a Director's fee of HK\$240,000 per annum. This emolument was approved by the Board, taking into account prevailing market conditions as well as her roles and responsibilities within the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information regarding Ms. Hu that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Hu that need to be brought to the attention of the Shareholders.

The adoption of the New M&A will effect the following amendments to the Existing M&A:

- the replacement of each reference to the Company’s existing name (“**CLSA Premium Limited**”) with a reference to its new name (“**Top Eminent Healthcare Group Limited**”) on each relevant page.

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

1. The name of the Company is ~~CLSA Premium Limited~~**Top Eminent Healthcare Group Limited**.

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

INTERPRETATION

2. (1) ...

WORD

MEANING

“Company”

~~CLSA Premium Limited~~**Top Eminent Healthcare Group Limited**.

NOTICE OF ANNUAL GENERAL MEETING



CLSA Premium Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of CLSA Premium Limited (the “**Company**”) will be held at 17/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 9 May 2025 at 10:30 a.m. (Hong Kong time) (or, in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the Hong Kong Government is/are in force in Hong Kong at 7:30 a.m. on that day, at the same time and place on Monday, 12 May 2025) for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

1. To receive and adopt the audited consolidated financial statements, directors’ report and independent auditor’s report of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Mr. Ji Guangfei as an executive director of the Company.
 - (b) To re-elect Ms. Li Jiang as an executive director of the Company.
 - (c) To re-elect Mr. Zhang Huanping as an executive director of the Company.
 - (d) To re-elect Mr. Yuan Feng as a non-executive director of the Company.
 - (e) To re-elect Mr. Chung Cheuk Fan Marco as a non-executive director of the Company.
 - (f) To re-elect Mr. Zhou Zuyu as an independent non-executive director of the Company.
 - (g) To re-elect Mr. Lyu Aiping as an independent non-executive director of the Company.
 - (h) To re-elect Ms. Hu Zhaoxia as an independent non-executive director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint BDO Limited as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;
- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than ten per cent. to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purposes of this Resolution:
 - (i) **“Benchmarked Price”** means the price which is the higher of:
 - (aa) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (bb) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earliest of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
 - (C) the date on which the price of shares of the Company that are proposed to be issued is fixed.
- (ii) **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next Annual General Meeting of the Company;
 - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (cc) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
- (iii) Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

(2) “**THAT:**

- (a) subject to paragraph (b) 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 in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without modifications, the following resolutions as Special Resolutions:

SPECIAL RESOLUTION

- (1) **“THAT:**

Subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands (the **“Registrar”**) having been obtained by way of issuance of a certificate of incorporation on change of name, the existing name of the Company be changed from “CLSA Premium Limited” to “Top Eminent Healthcare Group Limited” (the **“Change of Company Name”**) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one of the Directors, the secretary or the registered office provider or the share registrars of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, including under seal where appropriate, as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filings for and on behalf of the Company.”

- (2) **“THAT**, subject to and conditional upon the Change of Company Name becoming effective:

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the **“Existing M&A”**) described in Appendix III to the circular of the Company dated 16 April 2025 (the **“Proposed Amendments”**), be and are hereby approved;
- (b) the proposed new amended and restated memorandum and articles of association of the Company which incorporated the Proposed Amendments, copies of which have been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the Company's registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies of the Cayman Islands that is necessary in connection with this resolution; and any Director or officer of the Company be and is hereby authorised to make (or cause to be made) any filing or submission which may be necessary or desirable under the Listing Rules in connection with this resolution and to do (or cause to be done) any other act or thing, and to execute (under hand or seal) and deliver on behalf of the Company any document, which that director or officer considers to be necessary or desirable in connection with this resolution."

Yours faithfully,
By Order of the Board
CLSA Premium Limited
Ji Guangfei
Chairman

Hong Kong, 16 April 2025

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and Principal place of business in

Hong Kong:

Suite 810, Level 8
One Pacific Place
88 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need 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/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and, in any event, as to be received no later than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:30 a.m. on Wednesday, 7 May 2025 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude a Company's member from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. The Company's register of members will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025, both days inclusive, during the period no transfers of Company's shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. (Hong Kong time) on Friday, 2 May 2025.
5. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the AGM convened by this notice will be voted on by way of poll.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises three Executive Directors, namely Mr. Ji Guangfei (Chairman and Chief Executive Officer), Ms. Li Jiang (Deputy Chairman) and Mr. Zhang Huanping; three Non-executive Directors, namely Mr. Li Jiong, Mr. Yuan Feng and Mr. Chung Cheuk Fan Marco; and three Independent Non-executive Directors, namely Mr. Zhou Zuyu (Lead INED), Ms. Hu Zhaoxia and Mr. Lyu Aiping.