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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.
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
 - (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.”

(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.”

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;
 - (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

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.