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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 **Top Eminent Healthcare Group 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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Top Eminent Healthcare Group Limited **(卓著健康集團有限公司)***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6877)

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR **(1) RE-ELECTION OF DIRECTORS; AND** **(2) GENERAL MANDATES TO ISSUE NEW SHARES** **AND REPURCHASE SHARES**

Capitalised terms used in this cover page and the contents page shall 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 Suite 5406, 54/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 8 May 2026 at 10:30 a.m.. The notice convening the AGM is set out on pages 20 to 24 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.tehealth.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.

* For identification purpose only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the Company’s annual general meeting to be held at Suite 5406, 54/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 8 May 2026 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, 11 May 2026) and any adjournment thereof to consider and, if thought fit, to approve, among other things, the proposals for (i) the re-election of Directors; and (ii) the grant to the Directors of the Issue Mandate and the Repurchase Mandate
“Article(s)”	the Company’s existing amended and restated memorandum and articles of association adopted by special resolution dated 9 May 2025 and currently in force
“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
“Company”	Top Eminent Healthcare Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, 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 director(s) of the Company
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to authorise the Directors to allot, issue and dispose of additional Shares and/or sell or transfer Treasury Shares (if any) of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any), and that such Shares to be allotted or issued shall not be at a discount of more than 10% to the Benchmarked Price, as at the date of passing of the proposed ordinary resolution contained in agenda item no. 5(1) of the Notice of AGM, the details of which are set out on pages 21 to 22 of this circular
“Latest Practicable Date”	8 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to authorise the Directors to repurchase Shares on the Stock Exchange (or any other stock exchange) up to a maximum of 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of proposed ordinary resolution contained in agenda item no. 5(2) of the Notice of AGM, the details of which are set out on page 23 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, modified or otherwise supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company 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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, modified or otherwise supplemented from time to time
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules
“%”	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



Top Eminent Healthcare Group Limited

(卓著健康集團有限公司)*

(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 Jiannan (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 5406, 54/F.

Central Plaza

18 Harbour Road

Wan Chai

Hong Kong

15 April 2026

To the Shareholders

Dear Sirs,

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR

(1) RE-ELECTION OF DIRECTORS; AND

(2) GENERAL MANDATES TO ISSUE NEW SHARES

AND REPURCHASE SHARES

INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM (the “**Notice of AGM**”) to be held at Suite 5406, 54/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 8 May 2026 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, 11 May 2026) and any adjournment thereof, with information regarding the resolutions to be proposed at the AGM, inter alia, (1) the re-election of Directors; and (2) the grant to the Directors of the Issue Mandate and the Repurchase Mandate, and to seek Shareholders’ approval at the AGM in connection with the aforesaid proposals.

LETTER FROM THE BOARD

The Notice of AGM is set out on pages 20 to 24 of this circular.

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, and 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 following annual general meeting of the Company after such appointment and shall be eligible for re-election at such meeting.

In accordance with the above Articles, Mr. Li Jiong as Non-Executive Director, and Mr. Zhou Jiannan, Ms. Hu Zhaoxia and Mr. Lyu Aiping, each as Independent Non-Executive Directors, shall retire at the AGM. All of the aforementioned retiring Directors, being eligible, will offer themselves for re-election as Non-Executive Director and Independent Non-Executive Directors at the AGM.

According to the Listing Rules and the board diversity policy adopted by the Company (the "**Board Diversity Policy**"), the nomination committee of the Company (the "**Nomination Committee**") will, among other things, undertake the nomination and selection of Director candidates on the completion of their specified terms and make relevant recommendations to the Board. Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy.

The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval. The Nomination Committee had, among other things, evaluated the skills, experience, background, expertise and performance of each of Mr. Zhou Jiannan, Ms. Hu Zhaoxia and Mr. Lyu Aiping with reference to the Board Diversity Policy since their respective dates of appointment and found their performance satisfactory.

LETTER FROM THE BOARD

The Board has reviewed the annual confirmation of independence provided by each Independent Non-Executive Director and considered the independence factors set out under Rule 3.13 of the Listing Rules. The Board confirms that all Independent Non-Executive Directors satisfy all applicable independence guidelines and remain independent in accordance with the Listing Rules.

In consideration of the above factors, the Nomination Committee has recommended to the Board, and the Board has considered the re-election of Mr. Li Jiong as Non-Executive Director, and Mr. Zhou Jiannan, Ms. Hu Zhaoxia and Mr. Lyu Aiping as Independent Non-Executive Directors, to be in the best interests of the Company and the Shareholders as a whole, and has resolved to propose to re-elect each of the retiring Directors at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, details of the aforementioned retiring Directors proposed to be re-elected at the AGM (as required to be disclosed under Rule 13.51(2) of the Listing Rules) 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 9 May 2025, ordinary resolutions were passed to grant general mandates to the Directors (i) to issue, allot and dispose of Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution; and (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution. Such mandates will lapse at the conclusion of the AGM.

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

- (i) to authorise the Board to exercise the power of the Company to issue, allot and dispose of such number of additional Shares and/or sell or transfer Treasury Shares (if any) of not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the total number of issued Shares (excluding Treasury Shares, if any) at the date of the passing of the proposed 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 “benchmark price” (as described in Rule 13.36(5) of the Listing Rules), the details of which are set out in agenda item No. 5(1) of the Notice of AGM; and

LETTER FROM THE BOARD

- (ii) to authorise the Board to exercise the power of the Company 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 (excluding Treasury Shares, if any) 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 details of which are set out in agenda item No. 5(2) of the Notice of AGM.

On the basis of 2,033,290,000 Shares in issue as at the Latest Practicable Date and assuming no further Share is issued or repurchased after the Latest Practicable Date but prior to the AGM, the Issue Mandate would enable the Directors to allot and issue up to 203,329,000 Shares and the Directors would be authorised to repurchase up to 203,329,000 Shares under the Repurchase Mandate.

In respect of the Issue Mandate, the Directors wish to state that the Company has no immediate plan to issue any new Shares pursuant to the Issue Mandate.

If the Company repurchases Shares pursuant to the Repurchase Mandate, subject to the compliance of the Listing Rules and the applicable laws and regulations, 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, the authority of the Directors to exercise any resale of Shares held in treasury will be subject to granting of the Issue Mandate (the ordinary resolution set out in agenda item No. 5(1) of the Notice of AGM) by the Shareholders at the AGM, and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. The Directors wish to state that the Company has no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

EXPLANATORY STATEMENT

An explanatory statement required under the Listing Rules to provide the Shareholders with the requisite information reasonably for them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate is set out in Appendix I to this circular.

AGM

The Notice of AGM is set out on pages 20 to 24 of this circular. All the resolutions to be proposed at the AGM will be voted on by way of a poll in accordance with Article 66 and the Listing Rules. The results of the poll will be published on the websites of the Company (www.tehealth.com) and the Stock Exchange (www.hkexnews.hk) after the AGM.

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. no later than 10:30 a.m. on Wednesday, 6 May 2026 (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.

In order to determine the eligibility of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 5 May 2026 to Friday, 8 May 2026 (both days inclusive) during which period no transfer of Shares will be registered. The record date will be Friday, 8 May 2026 and 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 Monday, 4 May 2026.

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

RECOMMENDATIONS

The Board considers the proposals for (1) the re-election of Directors; and (2) the grant to the Directors of the Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all 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
Top Eminent Healthcare Group Limited
Ji Guangfei
Chairman

* *For identification purpose only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting 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 after the Latest Practicable Date but prior to the AGM, the Directors shall be authorised 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) during the period up to (i) 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 to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

If the Company repurchases Shares pursuant to the Repurchase Mandate, subject to the compliance of the Listing Rules and the applicable laws and regulations, 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, the authority of the Directors to exercise any resale of the Treasury Shares will be subject to granting of the Issue Mandate (the ordinary resolution set out in agenda item No. 5(1) of the Notice of AGM) by the Shareholders at the 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 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 effective period, 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 2025 contained in the Company's 2025 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 requirements 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.445	0.177
May	0.560	0.300
June	0.475	0.335
July	0.390	0.265
August	0.330	0.190
September	0.280	0.190
October	0.229	0.180
November	0.202	0.147
December	0.175	0.135
2026		
January	0.155	0.125
February	0.187	0.128
March	0.242	0.135
April (up to Latest Practicable Date)	0.147	0.130

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, to the best of the Directors' knowledge and belief, Beijing Tong Ren Tang (Cayman) Limited ("**TRT Cayman**") beneficially owns 1,121,561,000 Shares. Top Eminent Invest Co., Ltd. ("**TEIC**") holds approximately 59.4% of the issued share capital of TRT Cayman. TEIC is in turn ultimately beneficially owned as to 100% by Mr. Ji Guangfei ("**Mr. Ji**"), chairman of the Board, the chief executive officer and an executive Director of the Company. Accordingly, Mr. Ji is deemed to be interested in 1,121,561,000 Shares by virtue of the SFO, representing approximately 55.16% of the total number of issued Shares, and each of TRT Cayman, TEIC and Mr. Ji are deemed to be controlling shareholders of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Mr. Ji would be increased to approximately 59.24% of the issued Shares and such increase would not give rise to any mandatory general offer obligation under Rule 26 of the Takeovers Code.

In any event, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations under the Takeovers Code, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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 Repurchase Mandate 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 granting of 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 granting of 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.

As required by the Listing Rules, the following sets out particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

Save as disclosed herein and as far as the Directors are aware, each of the retiring Directors has confirmed that he/she does not hold any other major appointment or professional qualification that is required to be disclosed under Rule 13.51(2)(c) of the Listing Rules. There is no information regarding the retiring Directors that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters concerning their respective re-election that need to be brought to the attention of the Shareholders.

(1) MR. LI JIONG

Position and experience

Mr. Li Jiong (“**Mr. Li**”), aged 56, has been appointed as a Non-Executive Director since 21 May 2018. He concurrently serves as a director of CITIC Securities International USA, LLC., as well as a chief treasury officer and person-in-charge of the fixed income department of CITIC Securities Company Limited (“**CITIC Securities**”). After Mr. Li joined CITIC Securities in 1996, he had served as the manager of the international cooperation division of the information centre of China International Trust Investment Corporation (renamed to CITIC Group Corporation), manager of development department of CITIC International Cooperation Co., Ltd., manager of the bond department, deputy general manager of the treasury department and person-in-charge of the capital operation department (renamed to treasury department) of CITIC Securities. Mr. Li obtained a Bachelor’s degree in International Finance from the University of International Business and Economics in 1992 and a Master’s degree in Business Administration from Tsinghua University in 2000.

Save as disclosed above and as at the Latest Practicable Date, Mr. 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 Mr. Li, his current term of office is three years from 7 April 2024, 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, as at the Latest Practicable Date, Mr. 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 and save as disclosed, as at the Latest Practicable Date, Mr. Li was not interested in, or deemed to be interested in, any Shares, underlying Shares or debentures of the Company or any of 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. Li, he is entitled to receive a Director's fee of HK\$120,000 per annum. This emolument was recommended by the Company's remuneration committee and approved by the Board with reference to prevailing market conditions as well as his roles and responsibilities within the Company.

On 10 March 2023, the Company received notice from Mr. Li for waiving the above Director's fee with effect from 1 April 2023 until the termination of his appointment as the Company's non-executive Director.

(2) MR. ZHOU JIANNAN**Position and experience**

Mr. Zhou Jiannan (“**Mr. Zhou**”), aged 56, joined the Group in January 2026. He serves as the Company’s lead Independent Non-Executive Director (“**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 has over 30 years of extensive experience in financial regulation, securities markets, and asset management in China. He previously served as Managing Director and Head of Mainland Development, and was a member of the Group Management Committee at Hong Kong Exchanges and Clearing Limited (Stock Code: 0388). Concurrently, he held roles as Chairman of Qianhai Mercantile Exchange Co., Ltd.* (深圳前海聯合交易中心有限公司) and Chief Executive Officer of China Exchanges Services Company Limited. Prior to that, Mr. Zhou held positions as Assistant President of the Shenzhen Stock Exchange, Deputy Director – General of the Department of Listed Companies Supervision at the China Securities Regulatory Commission, Chief Executive Officer of Dacheng Fund Management Co., Ltd., Chief Executive Officer of Everbright Securities Company Limited (Shanghai Stock Exchange: 601788), and Chairman of Jiahe Asset Management (Shanghai). Mr. Zhou earned a Master’s in Public Administration from Harvard Kennedy School, a Ph.D. in Economics from Peking University’s Guanghua School of Management, a Master’s in Economics from Renmin University of China, and a Bachelor’s in Economics from Shandong University.

Save as disclosed above and as at the Latest Practicable Date, 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 1 January 2026, 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, as at the Latest Practicable Date, 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 and save as disclosed, as at the Latest Practicable Date, Mr. Zhou was not interested in, or deemed to be interested in, any Shares, underlying Shares or debentures of the Company or any of 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.

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

Ms. Hu Zhaoxia (“**Ms. Hu**”), aged 74, joined the Group in June 2019. She serves as an INED, 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 above and as at the Latest Practicable Date, 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 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, as at the Latest Practicable Date, 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 and save as disclosed, as at the Latest Practicable Date, Ms. Hu was not interested in, or deemed to be interested in, any Shares, underlying Shares or debentures of the Company or any of 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.

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

Mr. Lyu Aiping ("Mr. Lyu"), aged 62, joined the Group in April 2025. He serves as an INED 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 a 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 above and as at the Latest Practicable Date, 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, as at the Latest Practicable Date, 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 and save as disclosed, as at the Latest Practicable Date, Mr. Lyu was not interested in, or deemed to be interested in, any Shares, underlying Shares or debentures of the Company or any of 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.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



Top Eminent Healthcare Group Limited (卓著健康集團有限公司)*

(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 (the “AGM”) of Top Eminent Healthcare Group Limited (the “Company”) will be held at Suite 5406, 54/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 8 May 2026 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, 11 May 2026) 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 2025.
2.
 - (a) To re-elect Mr. Li Jiong as a non-executive director of the Company.
 - (b) To re-elect Mr. Zhou Jiannan as an independent non-executive director of the Company.
 - (c) To re-elect Ms. Hu Zhaoxia as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Lyu Aiping 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.

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company 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, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise 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;
 - (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.”

Yours faithfully,
By Order of the Board
Top Eminent Healthcare Group Limited
Ji Guangfei
Chairman

Hong Kong, 15 April 2026

NOTICE OF ANNUAL GENERAL MEETING

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 5406, 54/F.
Central Plaza
18 Harbour Road
Wan Chai
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, 6 May 2026) 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, 5 May 2026 to Friday, 8 May 2026, both days inclusive, during the period no transfer of Company's shares will be registered. The record date will be Friday, 8 May 2026 and 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 Monday, 4 May 2026.
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 Jiannan (Lead INED), Ms. Hu Zhaoxia and Mr. Lyu Aiping.

* For identification purpose only