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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, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in HealthyWay Inc. (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HealthyWay Inc.

健康之路股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2587)

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

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 22nd Floor, No. 3 Building, F Zone, Fuzhou Software Park, 89 Software Avenue, Gulou District, Fuzhou, Fujian PRC on Friday, 22 May 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and sign 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 the power of attorney or authority, to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (the “**Share Registrar**”), as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (i.e. at or before 10:00 a.m. on Wednesday, 20 May 2026 or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

22 April 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 22nd Floor, No. 3 Building, F Zone, Fuzhou Software Park, 89 Software Avenue, Gulou District, Fuzhou, Fujian PRC on Friday, 22 May 2026 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages AGM-1 to AGM-4 of this circular, or any adjournment thereof
“Article(s)” or “Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	HealthyWay Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or modified from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of USD\$0.00002 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Offer”	has the meaning as defined in the Prospectus
“Share Registrar”	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or modified from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	Percent

LETTER FROM THE BOARD



HealthyWay Inc.

健康之路股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2587)

Executive Directors:

Mr. Zhang Wanneng (*Chairman and chief executive officer*)

Mr. Chen Jing

Non-executive Director:

Mr. Zhang Xiangming

Independent Non-executive Directors:

Mr. Xu Jing

Dr. Lu Tao

Ms. Deng Xiaolan

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman KY1-1205
Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

4th Floor, Wah Yuen Building
149 Queen's Road,
Hong Kong

22 April 2026

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the Annual General Meeting. Accordingly, the following ordinary resolutions will be proposed at the Annual General Meeting to seek the approval from Shareholders for the granting to the Directors of general mandates authorising them to:

- 1) exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) with an aggregate number not exceeding 20% of the total issued Shares (excluding treasury shares) as at the date of passing of such resolution;
- 2) repurchase Shares on the Stock Exchange with an aggregate number not exceeding 10% of the total issued Shares (excluding treasury shares) as at the date of passing of such resolution; and
- 3) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Share Repurchase Mandate at the Annual General Meeting, extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased under the Share Repurchase Mandate.

As at the Latest Practicable Date, the total number of issued Shares was 874,594,800 Shares (excluding treasury Shares), and the Company hold 3,110,000 treasury shares. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Share Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting and the Company holds same treasury shares on such date, the Company would be allowed to issue (and sell and transfer out of treasury) up to a maximum of 174,918,960 new Shares under the Issue Mandate and to repurchase up to a maximum of 87,459,480 Shares under the Share Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the Annual General Meeting, will continue in force until whichever is the earliest of:

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

LETTER FROM THE BOARD

With reference to the Issue Mandate and the Share Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Share Repurchase Mandate to such an extent that the public holding of Shares would be reduced below the minimum public float requirement pursuant to the Listing Rules.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors: the executive Directors are Mr. Zhang Wanneng and Mr. Chen Jing, the non-executive Director is Mr. Zhang Xiangming, and the independent non-executive Directors are Mr. Xu Jing, Dr. Lu Tao and Ms. Deng Xiaolan.

Pursuant to Article 15.1 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation. If the number of Directors is not a multiple of three, then the number nearest to but no less than one-third shall be the number of retiring Directors, provided that every Director shall be subject to retirement by rotation at least once every three years. Mr. Xu Jing and Dr. Lu Tao shall retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election, which has been considered and is recommended by Nomination Committee.

The Nomination Committee has reviewed the structure and composition of the Board, assessed the independence of all independent non-executive Directors and considered the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. The Nomination Committee considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the Directors and considers that Mr. Xu Jing and Dr. Lu Tao are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and will continue to bring independent judgment and valuable advice, in particular from the legal perspective, to the Board for its efficient and effective functioning and diversity.

Brief biographical and other details of the Directors proposed to be re-elected at the AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting.

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-4 of this circular.

Voting by Way of Poll

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

As at the Latest Practicable Date, the Company holds 3,110,000 treasury Shares and the Company shall abstain from voting on matters that require Shareholders' approval under the Listing Rules. Save as disclosed therein, none of the Shareholders is required to abstain from voting on any resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles.

Proxy Form

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and sign 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 the power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 10:00 a.m. on Wednesday, 20 May 2026) or any adjournment thereof (as the case may be). 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 (as the case may be) if you so wish and, in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of Register of Members

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 18 May 2026.

6. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the Directors eligible for re-election and the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory statement) and Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

By order of the Board

HealthyWay Inc.
ZHANG WANNENG

Chairman, Chief Executive Officer and Executive Director

The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 874,594,800 Shares (excluding treasury Shares), and the Company hold 3,110,000 treasury shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting and the Company holds same treasury shares on such date, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 87,459,480 Shares, representing 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases of Shares.

The Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 Company is required by the Articles of Association or any applicable laws of the Cayman Islands to hold its next annual general meeting; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

On the other hand, Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to be cancelled, disposed of based on market conditions and the Group's capital needs, used as share awards as the Company sees fit or any other permitted purposes.

3. FUNDING OF SHARE REPURCHASE

Repurchase of Shares will be funded by the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

The Directors consider that if the Repurchase Mandate was to be exercised in full during the proposed repurchase period, it may have a material adverse impact on the working capital or the gearing position of the Company (as compared with the positions disclosed in the Company's audited consolidated financial statement for the year ended 31 December 2025, being the date to which the latest published audited accounts of the Company were made up). However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The monthly highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during the period from April 2025 to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	33.25	26.00
May	35.25	28.10
June	62.70	17.12
July	17.00	7.36
August	10.70	7.57
September	9.77	8.01
October	8.56	6.36
November	6.60	4.85
December	5.27	4.26
2026		
January	5.75	4.21
February	6.56	4.35
March	5.22	4.55
April (up to the Latest Practicable Date)	5.18	4.58

6. GENERAL

None of the Directors or, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholder.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, 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 treasury shares, which may include approval by the Board that (i) the Company would not (or would 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 treasury shares or cancel them, in each case before the record date for the dividends or distributions.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the percentage of the shareholdings of the Shareholders, who have an interest in 5% or more of the total issued Shares (based on their public disclosure of interests as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholder	Number of Shares held/interested	Percentage of shareholdings as at the Latest Practicable Date	Approximate percentage of shareholdings if the Repurchase Mandate is exercised and held as Treasury Shares in full
Affluent Base Limited ⁽¹⁾	299,025,335	34.07%	44.03%
Baidu HK Limited ⁽²⁾	96,193,600	10.96%	10.96%
May Jyu Limited ⁽³⁾	44,057,500	5.02%	5.02%

Notes:

- (1) Affluent Base is a limited liability company incorporated in the BVI. As of the Latest Practicable Date, Affluent Base is wholly owned by Mr. Zhang Wanneng (executive director, Chairman and Chief Executive Officer of the Company) and held 295,915,335 shares. In addition, the Company held 3,110,000 treasury shares as at the Latest Practicable Date. As Affluent Base Limited controls one-third or more of the voting power at general meetings of the Company, it is deemed interested in the treasury shares held by the Company under Part XV of the SFO.
- (2) Baidu (HK) is a wholly-owned subsidiary of Baidu, Inc., a company listed on the Stock Exchange (stock code: 9888.HK).
- (3) May Jyu is a limited liability company incorporated in the BVI. As of the Latest Practicable Date, May Jyu was wholly-owned by Mr. Zhang Wande, the brother of Mr. Zhang Wanneng.

In the event that the Repurchase Mandate is exercised in full and the Company holds all as the treasury shares, the interest of Affluent Base Limited will increase from 34.07% to approximately 44.03%. Such increase would trigger an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Repurchase Mandate. In addition, the Directors have no present intention to exercise the Share Repurchase Mandate and will not effect repurchase to such an extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had repurchased its Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

Date of purchases	No. of shares purchased	Price per Share	
		Highest price paid HK\$	Lowest price paid HK\$
9 December 2025	200,000	4.75	4.72
10 December 2025	258,000	4.74	4.65
11 December 2025	144,500	4.56	4.55
12 December 2025	130,000	4.70	4.58
16 December 2025	97,000	4.45	4.40
17 December 2025	94,000	4.41	4.27
30 December 2025	98,000	4.40	4.38
16 January 2026	112,000	5.04	4.99
19 January 2026	327,000	5.01	4.92
21 January 2026	110,000	5.05	5.00
22 January 2026	102,000	5.01	4.96
26 January 2026	133,000	5.06	4.91
27 January 2026	130,000	4.99	4.94
28 January 2026	780,000	4.98	4.92
15 April 2026	137,000	4.69	4.68
16 April 2026	206,500	4.75	4.68
17 April 2026	51,000	4.65	4.64
Total	<u>3,110,000</u>		

APPENDIX II BRIEF BIOGRAPHICAL AND OTHER DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

INDEPENDENT NON-EXECUTIVE DIRECTORS

XU JING (徐景)

Mr. Xu Jing (“**Mr. Xu**”), aged 40, was appointed as an independent non-executive Director on 30 December 2024. He is the chairman of Audit Committee.

Mr. Xu had worked at CCB International Capital Limited from July 2010 to September 2013, with his last position as an associate of the corporate finance division. From September 2013 to May 2015, Mr. Xu worked at SEAVI Advent Ocean Private Equity Ltd. with his last position as investment manager. Mr. Xu had also served as the head of capital market in Morris Home Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 1575), formerly known as Morris Holdings Limited) (“**Morris**”) from May 2015 to May 2017. Mr. Xu had worked as the chief financial officer of Light Year Green Energy Limited from May 2017 to October 2018. From October 2018 to November 2022, Mr. Xu served as the deputy chief executive officer of Morris. From December 2022 till the present, Mr. Xu has been serving as the executive director and chief financial officer of Standard Development Group Limited* (標準發展集團有限公司) (a company listed on the Main Board of the Stock Exchange (stock code: 1867)), where he has been responsible for financial affairs. Mr. Xu has been serving as an independent non-executive director of Softcare Limited (樂舒適有限公司) (a company listed on the main board of the Stock Exchange (stock code: 2698) since 18 June 2025.

Mr. Xu was accredited as a Chartered Financial Analyst by CFA Institute in January 2014. Mr. Xu was also accredited as a certified public accountant by the Hong Kong Institute of Certified Public Accountants in March 2016.

Mr. Xu obtained a bachelor’s degree in business administration, majoring in financial services and minoring in accountancy, from the Hong Kong Polytechnic University in October 2009, and a master’s degree in business administration from the Hong Kong University of Science and Technology in June 2017.

Mr. Xu has entered into a letter of appointment with the Company with a term of three years commencing from 30 December 202 until terminated by not less than three months’ notice in writing served by either party on the other, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment. Mr. Xu is entitled to a director’s remuneration of HK\$240,000 per annum, which was determined based on a range of factors including his experience, his duties and responsibilities, the remuneration structure of the Group and the prevailing market conditions.

APPENDIX II BRIEF BIOGRAPHICAL AND OTHER DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As at the Latest Practicable Date, Mr. Xu was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Xu is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. LU Tao

Dr. Lu Tao (“**Dr. Lu**”), aged 56, was appointed as an independent non-executive Director on 30 December 2024. He is the chairman of the Nomination Committee and the Remuneration Committee, a member of the Audit Committee.

From September 2016 to the present, Dr. Lu has been serving as the director of integrated medical center* (整合醫學中心主任) of Beijing University of Chinese Medicine (北京中醫藥大學). Dr. Lu started his career in Columbia University as a postdoctoral scientist researcher in the department of biological science in 1997, and he served as a postdoctoral fellow in the department of genetics of Harvard Medical School in 2001, and subsequently an instructor in January 2017. After that, he worked as the vice dean of school of life science in Beijing University of Chinese Medicine from October 2016 to October 2019.

During his career, Dr. Lu has published over 40 articles in Science Citation Index (SCI) magazine and more than 10 articles in top international magazines, including but not limited to Nature, Science, Nature Neuroscience, Neuron, PNAS and Molecular Cell. Dr. Lu has also been serving as the vice president of Traditional Chinese Medicine Equipment Branch of China Medicine Equipment Association* (中國醫學裝備協會中醫裝備分會) since May 2021.

Dr. Lu obtained a bachelor’s degree in science majoring in applied chemistry from Fudan University (復旦大學) in July 1989, a doctor’s degree in physical chemistry from the Institute of Photochemistry of Chinese Academy of Sciences (中國科學院感光化學研究所) in July 1997, and a doctor’s degree in science from the Institute of Photochemistry of Chinese Academy of Sciences (中國科學院感光化學研究所) in July 1997.

**APPENDIX II BRIEF BIOGRAPHICAL AND OTHER DETAILS OF DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

Dr. Lu has entered into a letter of appointment with the Company with a term of three years commencing from 30 December 2024, until terminated by not less than three months' notice in writing served by either party on the other, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Dr. Lu is entitled to a director's remuneration of HK\$240,000 per annum, which was determined based on a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Lu was not interested or deemed to be interested in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Lu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Dr. Lu is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Dr. Lu involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



HealthyWay Inc.

健康之路股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2587)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of HealthyWay Inc. (the “**Company**”) will be held at 22nd Floor, No. 3 Building, F Zone, Fuzhou Software Park, 89 Software Avenue, Gulou District, Fuzhou, Fujian PRC on Friday, 22 May 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2025;
2. To re-elect, each as a separate resolution, the following persons as the Directors, and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors:
 - (a) To re-elect Mr. Xu Jing as an independent non-executive Director.
 - (b) To re-elect Dr. Lu Tao as an independent non-executive Director.
 - (c) To authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
3. To re-appoint KPMG as the auditor of the Company and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

4. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

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

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares (including the sale and/or transfer of any shares out of treasury and are held as treasury shares) in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors (and to be sold or transferred out of treasury that are held as treasury shares) pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.”

By order of the Board

HealthyWay Inc.

Zhang Wanneng

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 22 April 2026

Notes:

1. Any member of the Company entitled to attend and vote at the AGM may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the AGM will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.jkzlkj.cn in accordance with the Listing Rules.
3. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior 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 register of members of the Company in respect of the joint holding.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “**Share Registrar**”), as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 10:00 a.m. on Wednesday, 20 May 2026) or any adjournment thereof.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 18 May 2026.
6. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time on or after 9:00 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.jkzlkj.cn and to notify the shareholders of the date, time and place of the adjourned meeting. The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. The shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.
7. References to time and dates in this notice are to Hong Kong time and dates.