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## SoftMedx Healthcare Limited

京玖醫療健康有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 648)**

### **(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING; AND (II) GRANT OF WHITEWASH WAIVER**

The Board announces that all the Resolutions have been duly passed by the Independent Shareholders by way of poll at the EGM held on 27 December 2023. Shareholders and potential investors should note that completion of the Loan Conversions is subject to fulfilment of other conditions precedent to the Restructuring Agreement.

References are made to the announcement (the “Announcement”) dated 3 November 2023 as well as the circular (the “Circular”) and the notice of the extraordinary general meeting (the “Notice”) dated 30 November 2023 of SoftMedx Healthcare Limited (the “Company”). Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

As at the date of the EGM, the total number of issued Shares was 326,036,828 Shares, which was also the total number of Shares entitling the holders to attend and vote on all resolutions (the “Resolutions”) proposed at the EGM. To the best of the knowledge and belief of the Directors having made all reasonable enquiries, neither the Investor, its ultimate beneficial owner nor the parties acting in concert with any of them hold any Share and no Shareholder is involved in or interested in the Resolutions. Therefore, no Shareholder is required to abstain from voting at the EGM in respect of the Resolutions.

Also, there is no Shareholder who was entitled to attend the EGM but was required to abstain from voting in favour of any of the Resolutions. However, as stated in the Circular, if it is to the reasonable belief of the chairperson of the EGM that there is any vote which is not independent of and/or is related to or under the influence of the Implicated Persons, such vote will not be counted towards the vote at the EGM pursuant to the M&A. Mr. Yiu Chun Wing, an independent non-executive Director and a member of the Independent Board Committee (who is disinterested and independent from the Investor, its ultimate beneficial owner and the parties acting in concert with any of them), was the chairperson of the EGM.

The Company had appointed Tricor Tengis Limited, the share registrar of the Company as the scrutineer for purpose of vote-taking at the EGM. All Directors attended the EGM. The poll results of the Resolutions are as follows:

Ordinary resolution	Number of votes (Approximate %)	
	For	Against
To approve, confirm and ratify the Restructuring Agreement and the transactions contemplated thereunder, and the grant of the Specific Mandate to allot and issue the Conversion Shares.	33,936,231 (99.99%)	22 (0.01%)
Special resolution	For	Against
To approve the Whitewash Waiver.	33,936,231 (99.99%)	22 (0.01%)

As more than 50% of the votes were cast in favour of the above ordinary resolution, the resolution was duly passed as an ordinary resolution of the Company by way of poll. As not less than three-fourths (i.e. 75%) of the votes were cast in favour of the above special resolution, the resolution was duly passed as a special resolution of the Company by way of poll.

## GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 21 December 2023 subject to:

- (i) the Whitewash Waiver and the Restructuring Agreement (including the Loan Conversions) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and
- (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Investor, Mr. Huang and parties acting in concert with any of them between the date of the Announcement (i.e. 3 November 2023) and the date of completion of the Restructuring Agreement (including the Loan Conversions).

As the Whitewash Waiver and the Restructuring Agreement (including the Loan Conversions) have been separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the EGM, the aforementioned condition (i) has been fulfilled as at the date of this announcement.

Accordingly, the offer period (as defined under the Takeovers Code) in respect of the Company is closed on the date of this announcement.

Further announcement(s) in relation to the progress of the Restructuring Agreement (including the Loan Conversions) and the Whitewash Waiver will be made by the Company as and when appropriate in accordance with the Listing Rules and the Takeovers Code.

### **EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

As at the date of this announcement, the Company has a total of 326,036,828 Shares in issue and has no other share, option, warrant, derivative or other relevant securities (as defined under the Takeovers Code) that carries a right to subscribe for or which is convertible into the Shares.

Set out below are the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon issue of the Scheme Shares; and (iii) upon completion of the Loan Conversions:

	As at the date of this announcement		Upon issue of Scheme Shares		Upon completion of Loan Conversions	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Investor	-	-	-	-	1,800,000,000	84.0
Mr. Huang and parties acting in concert with any of the Investor and Mr. Huang	-	-	-	-	-	-
Subtotal	-	-	-	-	1,800,000,000	84.0
Public Shareholders						
Creditors	-	-	16,301,842	4.8	16,301,842	0.8
Other Public Shareholders	326,036,828	100.0	326,036,828	95.2	326,036,828	15.2
Subtotal	326,036,828	100.0	342,338,670	100.0	342,338,670	16.0
Total	326,036,828	100.0	342,338,670	100.0	2,142,338,670	100.0

## WARNING

Trading in the shares of the Company will continue to be suspended pending fulfilment of the Resumption Conditions. **Completion of the Loan Conversions is subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent to the Restructuring Agreement. As such, the Loan Conversions may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and/or securities of the Company.**

For and on behalf of the board of  
**SoftMedx Healthcare Limited**  
Lam Sung Him Gaston  
*Company Secretary*

Hong Kong, 27 December 2023

*As at the date of this announcement, the Board comprises Mr. Cheung Wai Kwan and Mr. Wang Jianguo as executive Directors; and Ms. Hu Xuezhen, Mr. Lin Pinzhuo and Mr. Yiu Chun Wing as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to the Investor) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the sole director of the Investor) have been arrived at after due and careful consideration and there is no other fact not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The sole director of the Investor accepts full responsibility for the accuracy of the information relating to the Investor contained in this announcement (other than those relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there is no other fact not contained in this announcement, the omission of which would make any statement in this announcement misleading.*