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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Huakang Biomedical Holdings Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED**

**華康生物醫學控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8622)**

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

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The notice convening the Annual General Meeting (“AGM”) of **Huakang Biomedical Holdings Company Limited** to be held at Room 04, 9 Floor, Kimberley House, 35–35A Kimberley Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 18 June 2024 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the Stock Exchange websites ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huakangbiomedical.com](http://www.huakangbiomedical.com)).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Sunday, 16 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

**This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from its date of publication and the Company’s website at [www.huakangbiomedical.com](http://www.huakangbiomedical.com).**

*\* References to time and dates in this circular are to Hong Kong time and dates.*

Hong Kong, 17 May 2024

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.



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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 04, 9 Floor, Kimberley House, 35–35A Kimberley Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 18 June 2024 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	<b>Huakang Biomedical Holdings Company Limited</b> (華康生物醫學控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution at the AGM contained in item 6 of the notice of the AGM as set out on pages 18 to 22 of this circular

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## DEFINITIONS

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“Latest Practicable Date”	16 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the company to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution at the AGM contained in item 5 of the notice of the AGM as set out on pages 18 to 22 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED**

**華康生物醫學控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8622)**

*Executive Directors:*

Mr. Zhang Shuguang (*Chairman*)  
Mr. Zhang Chunguang  
Mr. Poon Lai Yin Michael  
Mr. He Jiaming

*Principal Place of Business in the PRC:*

1–3/F and 5/F, Building D, Shenzhen Junxuan  
No. 16 Yinkui Road  
Kui Xin Community  
Kui Chong Office  
Dapeng New District, Shenzhen, The PRC

*Independent Non-executive Directors:*

Dr. Chow Kwok Fai Joseph  
Dr. Cheng Faat Ting Gary  
Ms. Chow Ching Man

*Principal Place of Business in Hong Kong:*

Room 04, 9 Floor, Kimberley House  
35–35A Kimberley Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

*Registered Office:*

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

Hong Kong, 17 May 2024

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the forthcoming AGM to be held on 18 June 2024.

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## LETTER FROM THE BOARD

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The resolutions to be proposed at the AGM, as ordinary business, include (i) receiving and approving the audited consolidated financial statements of the Company and reports of the Directors and auditor for the year ended 31 December 2023; (ii) ordinary resolutions relating to the proposed re-election of retiring Directors; (iii) ordinary resolution to re-appoint auditor of the Company; and (iv) ordinary resolutions relating to the proposed granting of the Share Buy-back Mandate and Issuance Mandate.

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each 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.

Pursuant to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles of Association, the Directors including Mr. Poon Lai Yin Michael, Dr. Cheng Faat Ting Gary and Ms. Chow Ching Man (the “**Retiring Directors**”) shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the AGM are set out in Appendix I to this circular.

In proposing the Retiring Directors to be re-elected as a Director at the Annual General Meeting, the nomination committee of the Company (the “**Nomination Committee**”) has considered the valuable working experience, knowledge and professionalism of each of the Retiring Directors having regard the background and experience of each member of the Board, in accordance with the terms of reference of the Nomination Committee.

Based on the board diversity policy adopted by the Company, each of the Retiring Directors standing for re-election above brings to the Board a diversity of perspectives, including but not be limited to age, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service.

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## LETTER FROM THE BOARD

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The Nomination Committee has also evaluated the performance of the Retiring Directors and found their performance satisfactory. With the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

*Note:* Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM should lodge with the Company Secretary of the Company at Room 04, 9 Floor, Kimberley House, 35-35A Kimberley Road, Tsim Sha Tsui, Kowloon, Hong Kong within the period from Monday, 20 May 2024 to Monday, 3 June 2024, both days inclusive, (i) written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director, and (iii) biographical details of such nominated candidate as required under Rule 17.50(2) of the GEM Listing Rules for publication by the Company.

### **3. PROPOSED RE-APPOINTMENT OF THE AUDITOR**

The financial statements of the Group for the year ended 31 December 2023 were audited by Mazars CPA Limited whose term of office will expire upon the conclusion of the AGM and being eligible, offer themselves for re-appointment as the auditor of the Company.

Details of the re-appointment of auditor are set out in the proposed ordinary resolution contained in item 4 of the notice of AGM as set out on pages 18 to 22 of this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 16 June 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility and discretion to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on pages 18 to 22 of this circular (i.e. a total of 50,047,200 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

The Share Buy-back Mandate will lapse on the earliest of (i) the conclusion of the next AGM of the Company; (ii) the expiration of the period within which the next AGM of the Company is required by the Articles of Association of the Company or any applicable laws 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 in general meeting.

An explanatory statement required by Rule 13.08 of the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### 5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 16 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility and discretion to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 18 to 22 of this circular (i.e. a total of 100,094,400 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). The Issuance Mandate will lapse on the earliest of (i) the conclusion of the next AGM of the Company; (ii) the expiration of the period within which the next AGM of the Company is required by the Articles of Association of the Company or any applicable laws 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 in general meeting.

An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the AGM. Details of the Issuance Mandate are set out in the proposed ordinary resolution contained in item 7 of the notice of AGM as set out on pages 18 to 22 of this circular.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

### 6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 18 to 22 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides in good faith to allow a resolution 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 AGM in the manner prescribed under the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange websites ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huakangbiomedical.com](http://www.huakangbiomedical.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Sunday, 16 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from

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## LETTER FROM THE BOARD

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attending and voting at the AGM if you so wish, in such event, the authority of your proxy will be revoked.

### 7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### 9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and the proposed re-appointment of the auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Huakang Biomedical Holdings Company Limited**  
**ZHANG Shuguang**  
*Chairman and Executive Director*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.*

**(1) Mr. Poon Lai Yin Michael**

*Position and experience*

**Mr. Poon Lai Yin Michael** (潘禮賢) (“**Mr. Poon**”), aged 52, is our Executive Director, chief financial officer and compliance officer of our Group. He joined our Group as our Director on 3 August 2017. On 25 September 2017, he was designated as our Executive Director and appointed as our compliance officer. He is responsible for the financial management corporate finance of our Group. He is also the director of subsidiaries of the Company in Hong Kong, Canada and the British Virgin Islands.

Mr. Poon has over 20 years of experience in financial reporting, business advisory, auditing, taxation, accounting, merger and acquisition. From March 1995 to February 1997, he worked in Chan Chak Chung & Co. and his last position was audit senior. From March 1997 to June 1999, he worked in Ho & Au Yeung and his last position was audit semi-senior. From November 2000 to March 2002 he served as senior accountant in Arthur Andersen & Co., which was merged into PricewaterhouseCoopers in 2002.

Mr. Poon is/was holding the following positions in the following companies, the shares of which are listed in Hong Kong or overseas.

<b>Name of company</b>	<b>Principal business activities</b>	<b>Period of service</b>	<b>Position and major responsibilities</b>
Niche-Tech Group Limited, the shares of which are listed on GEM (stock code: 8490.HK)	Development, manufacture and sales of semiconductor packaging materials	June 2019 to present	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct
LFG Investment Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 3938.HK)	Provision of corporate finance advisory services, securities and financing services and asset management services	September 2019 to present	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct

**APPENDIX I****DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

<b>Name of company</b>	<b>Principal business activities</b>	<b>Period of service</b>	<b>Position and major responsibilities</b>
Teamway International Group Holdings Limited (formerly known as Jin Bao Bao Holdings Limited), the shares of which are listed on the main board of the Stock Exchange (stock code: 1239.HK)	Design, manufacture and sale of packaging products and structural components and property investment	March 2019 to November 2023	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited, Sino Dragon New Energy Holdings Limited, China Zirconium Limited and Asia Zirconium Limited), the shares of which are listed on the main board of the Stock Exchange (former stock code: 0395.HK) but were delisted on 20 February 2023	Management, operation and market strategy services of online shops and e-commerce platforms, electronic payment solutions and services and software sales and Online to Offline consultation services	January 2010 to February 2023	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct
China Uptown Group Company Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 2330.HK)	Property development and trading of raw sugar	November 2006 to June 2022	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct

Mr. Poon obtained a bachelor's degree in administrative studies from York University, Canada in June 1995, a master's degree in practising accounting from Monash University, Australia in July 1998, an executive master of business administration from City University of Hong Kong in October 2022 and the master's degree in public administration from Tsinghua University, PRC in January 2024. Mr. Poon has been a fellow member of HKICPA since July 2009, and a member with CPA Australia since March 2000 respectively. Mr. Poon passed the qualification examination of Asset Management Association of China (中國證券投資基金業協會從業資格考試) in 2016. Mr. Poon passed Certified Environmental, Social and Governance Analyst<sup>®</sup> (CESGA) from The European Federation of Financial Analysis Societies (EFFAS<sup>®</sup>) in December 2022.

Save as disclosed above, Mr. Poon has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

*Length of service and emoluments*

Mr. Poon has entered into a service contract with the Company commencing from the Listing Date, which has no fixed term and can be terminated by either party giving not less than three months' notice in writing to the other party.

Mr. Poon is also subject to retirement by rotation and eligible for re-election at the AGM of the Company in accordance with the Articles of Association.

Mr. Poon is entitled to director's emolument of HK\$300,000 per annum.

*Relationships*

Apart from being the Company's Executive Director and saved as disclosed above, Mr. Poon does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or their respective associates as at the Latest Practicable Date.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Poon was interested in 4,000,000 shares, representing 0.8% of the Company's total issued Shares under Part XV of the SFO.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is/was Mr. Poon involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. Poon that need to be brought to the attention of the Shareholders.

**(2) Dr. Cheng Faat Ting Gary***Position and experience*

**Dr. Cheng Faat Ting Gary (鄭發丁)** ("**Dr. Cheng**"), aged 56, was appointed as our independent non-executive Director on 1 September 2020. Dr. Cheng is responsible for supervising our Group's compliance, corporate governance matters and providing independent advice to our Group.

Dr. Cheng has over 25 years of experiences in financial reporting, business advisory, auditing, accounting, tax investigation and liquidation. Dr. Cheng is currently the managing director of Gary Cheng CPA Limited. Dr. Cheng currently serves as charter president and

honorary advisor of the Lions Club of Huaxia Hong Kong and committee member of Social Welfare Advisory Committee of Hong Kong Special Administrative Region.

Dr. Cheng is/was holding the following positions in the following companies, the shares of which are listed in Hong Kong, PRC or overseas.

Name of company	Principal business activities	Period of service	Position and major responsibilities
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited, Sino Dragon New Energy Holdings Limited, China Zirconium Limited and Asia Zirconium Limited), the shares of which are listed on the Main Board of the Stock Exchange (former stock code: 395.HK) but were delisted on 20 February 2023	Management, operation and market strategy services of online shops and e-commerce platforms, electronic payment solutions and services and software sales and Online to Offline consultation services	November 2001 to December 2021	Independent non-executive director, responsible for providing independent advice on issues of strategies, performance and standard of conduct

Dr. Cheng obtained a Bachelor's degree in Accounting (Honours) and Master's degree of Business Administration from Southern Illinois University, the United States of America ("USA"), in 1992 and 1994 respectively, and a Doctor of Business Administration degree from the City University of Hong Kong with research area in "Independent Non-Executive Director and Corporate Governance" in 2011. Dr. Cheng has been a certified public accountant in both Hong Kong and USA and a Certified Tax Advisor of the Taxation Institute of Hong Kong.

Save as disclosed above, Dr. Cheng has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

#### *Length of service and emoluments*

Dr. Cheng has entered into an appointment letter with our Company for an initial term of three years commencing from the Listing Date unless terminated by either party giving not less than one month's written notice to the other party.

Dr. Cheng is also subject to retirement by rotation and eligible for re-election at the AGM of the Company in accordance with the Articles of Association.

Dr. Cheng is entitled to director's emolument of HK\$100,000 per annum.

*Relationships*

Apart from being the Company's Independent Non-executive Director and member of Audit Committee and Nomination Committee and saved as disclosed above, Dr. Cheng does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or their respective associates as at the Latest Practicable Date.

*Interests in Shares*

As at the Latest Practicable Date, Dr. Cheng did not have any interest in Shares under Part XV of the SFO.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is/was Dr. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Dr. Cheng that need to be brought to the attention of the Shareholders.

**(3) Ms. Chow Ching Man***Position and experience*

**Ms. Chow Ching Man (周靖文) ("Ms. Chow")**, aged 39, is our independent non-executive Director. Ms. Chow is responsible for supervising our Group's compliance, corporate governance matters and providing independent advice to our Group.

Ms. Chow graduated from the National University of Singapore in 2006 with a degree in Bachelor of Social Science in Psychology. Ms. Chow has approximately 6 years of experiences working in various banks in Hong Kong and Singapore. Ms. Chow handled the day-to-day banking services and investment needs of banks' clients in the role of relationship manager or executive. Ms. Chow also worked for KPMG Taiwan for approximately a year where she coordinated and explored new business opportunities with bankers located in Asia.

Ms. Chow has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

***Length of service and emoluments***

Ms. Chow has entered into an appointment letter with the Company for an initial term of three years commencing from the date of appointment and will continue thereafter until terminated by either party giving not less than one month's written notice to the other party.

Ms. Chow is also subject to retirement by rotation and eligible for re-election at the AGM of the Company in accordance with the Articles of Association.

Ms. Chow is entitled to director's emolument of HK\$100,000 per annum.

***Relationships***

Apart from being the Company's Independent Non-executive Director and member of Audit Committee and Nomination Committee and saved as disclosed above, Ms. Chow does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or their respective associates as at the Latest Practicable Date.

***Interests in Shares***

As at the Latest Practicable Date, Ms. Chow did not have any interest in Shares under Part XV of the SFO.

***Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders***

There is no information which is discloseable nor is/was Ms. Chow involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Ms. Chow that need to be brought to the attention of the Shareholders.



*The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably 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 Share Buy-back Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,472,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 500,472,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 50,047,200 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the interests of the Company and the Shareholders as a whole.

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, GEM Listing Rules, and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023 and announced on 28 March 2024) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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 highest and lowest prices per Share at which Shares have traded on GEM during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2023</b>		
May	0.222	0.173
June	0.214	0.178
July	0.195	0.160
August	0.190	0.150
September	0.180	0.114
October	0.125	0.112
November	0.140	0.108
December	0.119	0.093
<b>2024</b>		
January	0.195	0.095
February	0.150	0.110
March	0.154	0.112
April	0.132	0.091
May ( <i>up to the Latest Practicable Date</i> )	0.104	0.090

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

Name of Shareholders	Number of Shares held	Approximate percentage shareholding interest of the Company <sup>(Note 4)</sup>	Approximate percentage shareholding interest of the Company in the event the Share Buy-back Mandate is exercise in full <sup>(Note 5)</sup>
Crystal Grant Limited ("Crystal") <sup>(Note 1)</sup>	138,672,000	27.7%	30.8%
Mr. Zhang Shuguang <sup>(Notes 1 &amp; 2)</sup>	142,672,000	28.5%	31.7%
Kokusai Resources Company Limited ("Kokusai") <sup>(Note 3)</sup>	120,752,000	24.1%	26.8%
Lau Lai Yee <sup>(Note 3)</sup>	120,752,000	24.1%	26.8%

*Notes:*

1. As Crystal is wholly-owned by Mr. Zhang Shuguang, who is deemed to be interested in all the Shares held by Crystal pursuant to the SFO.
2. The share options granted by the Company under the Share Option Scheme to Mr. Zhang Shuguang on 9 April 2020.
3. As Kokusai is wholly-owned by Lau Lai Yee, who is deemed to be interested in all the Shares held by Kokusai pursuant to the SFO.
4. The calculation is based on the total number of 500,472,000 Shares in issue as at the Latest Practicable Date.

5. The calculation is based on (i) the total number of 500,472,000 Shares in issue as at the Latest Practicable Date and (ii) taking into account the total number of 50,047,200 Shares being repurchased by the Company if the Share Buy-back Mandate is exercised in full.

On the basis of the current shareholding held by Crystal, if the Share Buy-back Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged up to the date of the forthcoming AGM), Crystal and Mr. Zhang Shuguang shall become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any buy back Shares made under the Share Buy-back Mandate. Saved as disclosed herein, the Directors are not aware of any consequences which may arise under the Takeovers Code. The Directors have no present intention to buy back Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

The GEM Listing Rules prohibit a company from making buy-back of its shares on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors therefore will not propose to buy back Shares if it would result in less than 25% of the issued Shares in public hands.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

The Company had not bought back any of the Shares (whether on GEM or otherwise) in the 6 months prior to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **HUAKANG BIOMEDICAL HOLDINGS COMPANY LIMITED**

### **華康生物醫學控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8622)**

**NOTICE IS HEREBY GIVEN** that the AGM of **Huakang Biomedical Holdings Company Limited** (the “**Company**”) will be held at Room 04, 9 Floor, Kimberley House, 35–35A Kimberley Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 18 June 2024 at 11:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2023.
2. To re-elect, each as a separate resolution, the following directors:
  - (a) Mr. Poon Lai Yin Michael as an executive director of the Company;
  - (b) Dr. Cheng Faat Ting Gary as an independent non-executive director of the Company; and
  - (c) Ms. Chow Ching Man as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Mazars CPA Limited as auditor of the Company and to authorize the board of directors to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

5. **“THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued 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 bought back 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 passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable laws 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 in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to exercise all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, debentures, warrants and other securities which carry rights to subscribe for or are convertible into the Company’s shares) and rights of exchange or conversion which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company during the Relevant Period of the Company to make or grant offers, agreements and options (including bonds, notes, debentures, warrants and other securities which carry rights to subscribe for or are convertible into the Company’s shares) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted 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;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of 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;
  - (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds or debentures of the Company or any securities which are convertible into shares of the Company; or
  - (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20% of the total number of issued 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

- (d) 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable laws 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 in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Huakang Biomedical Holdings Company Limited**  
**ZHANG Shuguang**  
*Chairman and Executive Director*

Hong Kong, 17 May 2024

*As at the date of this notice, the Executive Directors are Mr. Zhang Shuguang, Mr. Zhang Chunguang, Mr. Poon Lai Yin Michael and Mr. He Jiaming; and the Independent non-executive Directors are Dr. Chow Kwok Fai Joseph, Dr. Cheng Faat Ting Gary and Ms. Chow Ching Man.*

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.



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## NOTICE OF ANNUAL GENERAL MEETING

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3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM, either in person 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 AGM, 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 in respect of the joint holding.
4. 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 of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Sunday, 16 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. on 18 June 2024, the AGM will not be held on 18 June 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the Stock Exchange websites ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huakangbiomedical.com](http://www.huakangbiomedical.com)).
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. References to time and dates in this notice are to Hong Kong time and dates.