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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 licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Meihao Medical Group Co., Ltd, you should at once hand this circular and the accompanying 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.

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**Meihao Medical Group Co., Ltd**

**美皓醫療集團有限公司**

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

**(Stock Code: 1947)**

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND SCRIP DIVIDEND SCHEME,  
PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
THE ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
CLOSURE OF REGISTER OF MEMBERS,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of Meihao Medical Group Co., Ltd to be held at 10:00 a.m. on Tuesday, 18 June 2024 at Conference Room, 5/F., Zhu Pu Building, No. 352 Jiangbin West Road, Lucheng District, Wenzhou City, Zhejiang Province, PRC, at which, among other things, the above proposals will be considered, is set out on pages 33 to 37 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 May 2024

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Tuesday, 18 June 2024 at Conference Room, 5/F., Zhu Pu Building, No. 352 Jiangbin West Road, Lucheng District, Wenzhou City, Zhejiang Province, PRC, notice of which is set out on pages 19 to 23 of this circular and any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Meihao Medical Group Co., Ltd (美皓醫療集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 18 November 2019, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1947)
“Director(s)”	director(s) of the Company
“Dividend”	the final dividend proposed to be paid out of the share premium account of the Company of HK\$0.01 per Share for the year ended 31 December 2023
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the aggregate number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate
“Group”	the Company with its subsidiaries and consolidated affiliated entities

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## DEFINITIONS

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“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
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	22 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	14 December 2022, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended, supplemented or modified from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association as set out in Appendix III to this circular

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Scrip Dividend Scheme”	the scrip dividend scheme proposed by the Board which offers the Shareholders a scrip alternative whereby Shareholders may elect to receive the Dividend wholly by the allotment of new Share(s) credited as fully paid to be issued under the Scrip Dividend Scheme in lieu of cash
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“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) in the share capital of the Company with a par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Shares
“Special Resolution”	the proposed special resolution as referred to in the AGM Notice
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**Meihao Medical Group Co., Ltd**

**美皓醫療集團有限公司**

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

**(Stock Code: 1947)**

*Executive Directors:*

Mr. Wang Xiaomin (*Chairman*)

Ms. Zheng Man

*Independent Non-executive Directors:*

Mr. Ng Ming Chee

Ms. Tam Hon Shan Celia

Dr. Zhou Jian

*Registered office:*

89 Nexus Way

Camana Bay

Grand Cayman KY1-9009

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Unit 11, 5/F

Bedford Factory Building

No. 51 Bedford Road

Tai Kok Tsui

Kowloon

Hong Kong

*Head office and principal place of  
business in the PRC:*

197 Fuqian Street

Lucheng District

Wenzhou City

Zhejiang Province

PRC

27 May 2024

*To the Shareholder(s),*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND SCRIP DIVIDEND SCHEME,  
PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
THE ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
CLOSURE OF REGISTER OF MEMBERS,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to inter alia provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) to grant the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the declaration of the Dividend; (iii) the re-election of the retiring Directors; (iv) the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association; and (v) to give you notice of the AGM.

### 2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

It will be proposed at the AGM to grant to the Directors (i) the Issue Mandate to allot, issue and deal with Shares up to a limit equivalent to 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution and adding to such mandate so granted to the Directors any Shares representing an aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (ii) the Repurchase Mandate to purchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 120,000,000 Shares, representing 20% of the aggregate number of the issued Shares as at the date of the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to purchase a maximum of 60,000,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate (if the grant of which is approved by the Shareholders at the AGM) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the AGM).

Subject to the approval of the above proposals by the Shareholders at the AGM, the Issue Mandate, Repurchase Mandate and Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; or (c) the passing of ordinary resolution(s) by Shareholders in a general meeting revoking or varying the relevant authority given to the Directors.

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## LETTER FROM THE BOARD

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Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the proposed grant of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **3. DECLARATION OF DIVIDEND, SCRIP DIVIDEND SCHEME AND CLOSURE OF REGISTER OF MEMBERS FOR DETERMINING ENTITLEMENT OF THE DIVIDEND**

As mentioned in the annual results announcement of the Company dated 28 March 2024, the Board resolved to recommend the payment of a final dividend HK\$0.01 per Share out of the share premium account of the Company in respect of the year ended 31 December 2023 to Shareholders whose names appear on the register of members of the Company on Wednesday, 26 June 2024, totaling not less than HK\$6,000,000, subject to the approval of the Shareholders at the AGM and compliance with the Companies Act.

The Dividend will be payable in cash, with an option granted to Shareholders to receive new and fully paid Shares in lieu of cash in whole but not in part under the Scrip Dividend Scheme. The new Shares will, on issue, rank *pari passu* in all respects with Shares in issue on the date of the allotment and issue of the new Shares except that they shall not be entitled to the Dividend. The circular containing details of the Scrip Dividend Scheme and the relevant election form is expected to be despatched to Shareholders on Monday, 15 July 2024.

The Scrip Dividend Scheme is conditional upon the passing of the resolution relating to the payment of the Dividend at the AGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued under the Scrip Dividend Scheme.

It is expected that the cheques for cash dividends and the share certificates to be issued under the Scrip Dividend Scheme will be sent by ordinary mail to Shareholders at their own risk on or around Wednesday, 14 August 2024.

Under the Companies Act, the share premium account may be applied by the company paying dividends to shareholders provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The Board confirms that with respect to the Dividend, the Company meets the solvency test as laid down under the Companies Act and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Dividend is proposed to be paid.



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## LETTER FROM THE BOARD

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To determine entitlement to the Dividend, the register of members will be closed from Monday, 24 June 2024 to Wednesday, 26 June 2024, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders entitled to the Dividend to be approved at the AGM. The ex-dividend date will be on Thursday, 20 June 2024 whereas the record date will be on Wednesday, 26 June 2024. In order to qualify for the Dividend, all transfer forms accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 21 June 2024.

#### **4. PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 14 May 2024 in relation to, among other matters, the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.

The Board proposes to (i) make certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association (the “**Existing Memorandum and Articles of Association**”) of the Company, for the purpose of, among others, bringing the Existing Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules effective from 31 December 2023, which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders; and (ii) adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**Second Amended and Restated Memorandum and Articles of Association**”).

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the Shareholders’ approval by way of special resolution at the AGM and will take immediate effect upon the passing of the relevant special resolution at the AGM.

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## LETTER FROM THE BOARD

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Notwithstanding the Proposed Amendments to the Existing Memorandum and Articles of Association, the contents of other chapters and articles of the Existing Memorandum and Articles of Association shall remain unchanged.

### **5. RE-ELECTION OF DIRECTORS**

The Board currently consists of five Directors, namely Mr. Wang Xiaomin, Ms. Zheng Man, Mr. Ng Ming Chee, Ms. Tam Hon Shan Celia and Dr. Zhou Jian.

In accordance with Article 108 of the Articles of Association, at every annual general meeting one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election.

Accordingly, Mr. Wang Xiaomin, being an executive Director, and Dr. Zhou Jian, being an independent non-executive Director, will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the terms of reference of the nomination committee of the Board, the Company's corporate strategy, and the independence of all independent non-executive Directors. Dr. Zhou Jian confirmed his independency pursuant to Rule 3.13 of the Listing Rules. The nomination committee had assessed and reviewed the annual written confirmation of independence of Dr. Zhou Jian as an independent non-executive Director based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that him remain independent.

The nomination committee has recommended to the Board the re-election of all the retiring Directors at the AGM. As a good corporate governance practices, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Details of the retiring Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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### 6. NOTICE OF ANNUAL GENERAL MEETING

The AGM Notice, which contains, *inter alia*, the Ordinary Resolutions for the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the declaration of the Dividend and the Scrip Dividend Scheme, and re-election of retiring Directors, and the Special Resolution for the Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association is set out on pages 33 to 37 of this circular.

### 7. FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.meihaomedical.com](http://www.meihaomedical.com). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorised representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

### 9. CLOSURE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, 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 effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

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## LETTER FROM THE BOARD

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### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

### 12. GENERAL

Your attention is also drawn to the appendices to this circular.

### 13. MISCELLANEOUS

The English version of this circular shall prevail over the Chinese version for the purpose of interpretation.

By order of the Board  
**Meihao Medical Group Co., Ltd**  
**Wang Xiaomin**  
*Chairman and executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (i) the shares to be repurchased by a company must be fully paid-up; and
- (ii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares, representing 10% of the aggregate number of the total issued Shares as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; or (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

## **3. REASONS FOR REPURCHASE**

Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

## **4. FUNDING OF REPURCHASE OF SHARES**

Any repurchase of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman

Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## 5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose 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.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during previous twelve months up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.56	0.47
May	0.56	0.47
June	0.52	0.48
July	0.51	0.47
August	0.53	0.41
September	0.48	0.435
October	0.47	0.39
November	0.465	0.41
December	0.45	0.40
<b>2024</b>		
January	0.44	0.405
February	0.43	0.39
March	0.42	0.35
April	0.375	0.315
May (up to and including the Latest Practicable Date)	0.415	0.33

**7. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

**9. TAKEOVERS CODE**

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

As at the Latest Practicable Date, Mr. Wang Xiaomin and Ms. Zheng Man (the spouse of each other) are deemed to be interested in 427,500,000 Shares, representing approximately 71.25% of the issued share capital of the Company, within the meaning of Part XV of the SFO. In the event that the Directors should exercise in full the Repurchase Mandate, the interests in the Company of Mr. Wang Xiaomin and Ms. Zheng Man will be increased to approximately 79.17% of the issued Shares, but such increase would not trigger the obligation for Mr. Wang Xiaomin and Ms. Zheng Man to make a mandatory general offer under the Takeovers Code as the Shares owned by Mr. Wang Xiaomin and Ms. Zheng Man account for more than 50% of the issued share capital of the Company before such increase. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) for they year ended 31 December 2023 and up to the Latest Practicable Date.



*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.*

## EXECUTIVE DIRECTORS

### Mr. Wang Xiaomin

Mr. Wang Xiaomin (王曉敏, “**Mr. Wang**”), aged 50, is the co-founder of our Group and was appointed as a Director on 20 November 2019 and was re-designated as an executive Director on 29 January 2020. Mr. Wang is also the chairman of the Board and chief executive officer responsible for overall strategic planning and overseeing general management and daily operation of our Group. Save for Wenzhou Hospital, Wenzhou Oral Care and Binda Oral Care, Mr. Wang also holds directorships in each of the subsidiaries of our Group. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee.

Mr. Wang is an entrepreneur who has around 18 years of experience in hospital management in the dental service industry in the PRC. Before participating in the private dental service industry, from March 1993 to June 2004, Mr. Wang worked in Property Management Bureau of the Wenzhou People’s Government (溫州市房產管理局). With insight in private dental service industry, he established the predecessor company of Wenzhou Hospital, which first obtained the Medical Institution Practising License in September 2004. To allow more flexibility in managing his business as a sole proprietor at the initial stage of development of his business, Mr. Wang instead commenced the provision of private dental services to individuals in Wenzhou through establishing an individual proprietorship enterprise (個人獨資企業), namely Wenzhou Dental Hospital (溫州牙科醫院) (the “**Predecessor Entity**”), in April 2005, where he was responsible for overall strategic planning and overseeing general management and daily operation of the Predecessor Entity. Subsequently in March 2011, Mr. Wang and Ms. Zheng Man, the spouse of Mr. Wang, an executive Director and general manager of the Company, co-founded Wenzhou Hospital, our first operating subsidiary as a platform for the continuation and further expansion of the dental service business, and began our Group’s private dental service business, and the Predecessor Entity was dissolved by way of liquidation.

Mr. Wang graduated from China University of Geosciences (中國地質大學) after completion of a two-year professional learning programme of legal studies through online learning in the PRC in April 2005. He then obtained a master’s degree in hospital management in September 2008 jointly offered by Nankai University (南開大學) in the PRC and Flinders University in Australia, and completed a professional programme in stomatology from Shandong Liming Technology Vocational College (山東力明科技職業學院) in the PRC in July 2017. Mr. Wang currently holds a number of public positions. Since May 2011, Mr. Wang has been serving as the executive vice president of U.A.E. Wenzhou Chamber of Commerce (阿聯酋溫州商會). In March 2015, he was appointed as the executive vice president of Wenzhou Non-public Medical Institutions Association (溫州市非公立醫療機構協會) and he was further appointed as the president of the stomatology branch of the aforesaid association (溫州市非公立醫療機構協會口腔醫療分會) in January 2016. In April and September 2017, Mr. Wang was appointed as the

executive president of Wenzhou Lucheng Overseas Chinese Association (溫州鹿城海外華僑華人聯合會) and the executive chairman of the Youth Committee of Wenzhou Lucheng Overseas Chinese Association (溫州鹿城海外華僑華人聯合會青年委員會), respectively. Later in October 2017, he was further appointed as the executive vice president of Young Overseas Chinese Association of Zhejiang Province (浙江省僑界青年聯合會).

Mr. Wang is the spouse of Ms. Zheng Man, an executive Director and general manager of the Company.

Mr. Wang has entered into a service agreement with the Company pursuant to which he agreed to act as executive Director for an initial term of three years commencing from the Listing Date which shall continue thereafter (subject to the Articles and the Listing Rules). Each party may terminate the service agreement by giving to the other not less than three months' prior notice in writing. In accordance with the Articles and the Listing Rules, Mr. Wang shall retire and shall be eligible for re-election at least once every three years. Mr. Wang shall be entitled to receive a director's fee of HK\$1,590,000 per annum for his service as an executive Director as determined by the Board with reference to his performance and responsibilities, performance of the Group and prevailing market practice.

As at the Latest Practicable Date, Mr. Wang is a substantial shareholder of the Company and he is deemed to be interested 427,500,000 shares of the Company, of which 337,500,000 shares and 45,000,000 shares of the Company held by JTC (China) Co., LTD (健齒康(中國)有限公司) (“**JTC BVI**”) and Ricon (China) Co., LTD (瑞康(中國)有限公司) (“**Ricon BVI**”) respectively, both JTC BVI and Ricon BVI is directly and wholly owned by Mr. Wang, representing approximately 63.75% of the total issued share capital of the Company. Mr. Wang is also interested in 45,000,000 shares in Meihao (China) Co., LTD (美皓(中國)有限公司) (“**Meihao BVI**”). Meihao BVI is directly and wholly owned by Ms. Zheng Man, Mr. Wang and Ms. Zheng Man are the spouse of one another, and are therefore deemed to be interested in any Shares in which one another is interested. In aggregate, Mr. Wang is interested and is deemed to be interest in 427,500,000 shares of the Company, representing approximately 71.25% of the total issued share capital of the Company, pursuant to Part XV of SFO. Save as disclosed herein, Mr. Wang does not hold any interests in the shares within the meaning of Part XV of the SFO.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Zhou Jian (周健醫生, “**Dr. Zhou**”), aged 69, was appointed as an independent non-executive Director on 8 November 2022. Dr. Zhou is responsible for supervising the management of our Group and providing independent judgement to our Board. He is also a member of the Audit Committee and the Nomination Committee. Dr. Zhou has over 31 years of experience in hospital management and clinical research with a focus in the areas of stomatology and dentistry. During the period from 1985 to 2016, Dr. Zhou had held multiple positions at the Stomatology Hospital of Anhui Medical University (安徽醫科大學附屬口腔醫院). From 2000 to

2012, he served as the dean of the aforesaid hospital. Since February 2016, Dr. Zhou has served as the dean of Anhui Swan Lake Stomatological Hospital Holdings Co., Ltd. (安徽天鵝湖口腔醫院股份有限公司).

Dr. Zhou graduated with a bachelor's degree in stomatology from Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) (formerly known as Shanghai Second Medical University (上海第二醫學院)) in the PRC in December 1976. He further obtained a master's degree in medicine from Xi'an Medical University (西安醫科大學) (currently known as Xi'an Jiaotong University Health Science Centre (西安交通大學醫學部)) in the PRC in December 1985. In June 2014, Dr. Zhou was appointed as the honorary president of the first committee of Anhui Stomatological Association (安徽省口腔醫學會). Since September 2011, Dr. Zhou has served as a standing director of the Chinese Stomatological Association (中華口腔醫學會). He has also served as the vice president of the Asia Pacific Dental Implantology Association since September 2018. Apart from holding several public position, Dr. Zhou has received a number of recognitions for his achievement in the dental field. Dr. Zhou received the second class award from the State Education Commission of the People's Republic of China (中華人民共和國國家教育委員會) for his research in maxillofacial surgery, and further awarded the third class Science and Technology Progress Award for his achievement in developing techniques for applications in oral and maxillofacial surgery by the Science and Technology Progress Award Review Committee of Anhui Province (安徽省科學技術進步獎評審委員會) in 1998 and 2000, respectively.

Dr. Zhou entered into a letter of appointment with the Company dated 8 November 2022 for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other. Dr. Zhou is entitled to receive Director's fees of HK\$180,000 per annum. The remuneration of Dr. Zhou was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhou (i) does not have any interests in the shares of the Company within the meaning of Part XV of SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters related to the appointment that need to be brought to the attention of the Shareholders of the Company in connection with Dr. Zhou's re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**DIRECTOR'S INTEREST**

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stand for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, does not have any relationship with any other Director, senior management, substantial shareholder or Controlling Shareholder of the Company, (iii) does not have any interest in the securities within the meaning of Part XV of the Securities and Futures Ordinance, and (iv) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h)–13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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*The details of the Proposed Amendments to the Articles of Association are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):*

<b>Existing Provision of Articles of Association</b>	<b>Amended Provision of Articles of Association</b>
<b>No.        Articles of Association</b>	<b>No.        Articles of Association</b>
Article 62        Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period the Company must hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	Article 62 <del>Other than the year of the Company's adoption of these Articles,</del> <u>In each</u> financial year during the Relevant Period the Company must hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 92 (b)	Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting and creditors meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.	Article 92 (b)	Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives <u>or proxy or proxies</u> at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting and creditors meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative <u>or proxy</u> is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.	Article 112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the <del>next</del> first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the <del>next</del> first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 175 (b)	Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time	Article 175 (b)	Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent <u>by post by any manner as permitted by these Articles and not prohibited by the Companies Act (including by electronic means by transmitting such aforementioned documents to any electronic number or address or website supplied by such person to the Company or by publishing the aforementioned documents on the Company's website and the website of the HK Stock Exchange)</u> together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to



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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association</b>	<b>Amended Provision of Articles of Association</b>
<b>No.        Articles of Association</b>	<b>No.        Articles of Association</b>
<p>being be required under its regulations or practice.</p>	<p>receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>
<p>Article 175 (c)    Subject to the Listing Rules, the Company may send summarised financial statements derived from the Company’s annual accounts and the Directors’ report to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements, provided that any such Shareholder may by notice in writing served on the Company demand that the Company sends him/her, in addition to the summarised financial statements, a complete printed copy of the Company’s annual financial statement and the Directors’ report thereon. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than 21 days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>	<p>Article 175 (c)    Subject to the Listing Rules, the Company may send summarised financial statements derived from the Company’s annual accounts and the Directors’ report to Shareholders <del>who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements</del> instead of the full financial statements, provided that any such Shareholder may by notice in writing served on the Company demand that the Company sends him/her, in addition to the summarised financial statements, a complete <del>printed</del> copy of the Company’s annual financial statement and the Directors’ report thereon. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than 21 days before the general meeting. <del>to those Shareholders that have consented and elected to receive the summarised financial statements.</del></p>

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 176 (a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	Article 176 (a)	At the annual general meeting <del>or at a subsequent extraordinary general meeting</del> in each year, the Shareholders shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Company's Shareholders in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association</b>	<b>Amended Provision of Articles of Association</b>
<b>No.      Articles of Association</b>	<b>No.      Articles of Association</b>
<p>Article 180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>Article 180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document <u>(including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> may be served or delivered by the Company to any Shareholder by electronic means to such <del>address</del> <u>contact details or website</u> as may from time to time be <del>authorised</del> <u>supplied</u> by the Shareholder concerned or by publishing it on a <del>the</del> <u>website</u> and <del>notifying the Shareholder concerned that it has been so published.</del> <u>of the Company and of the HK Stock Exchange.</u></p>

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 181 (a)	Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.	Article 181 (a)	<del>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</del> <u>[Intentionally deleted].</u>

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Existing Provision of Articles of Association</b>	<b>Amended Provision of Articles of Association</b>
<b>No.      Articles of Association</b>	<b>No.      Articles of Association</b>
<p>Article 181 (b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	<p>Article 181 (b) <del>Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</del> [Intentionally deleted].</p>

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 181 (c)	If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.	Article 181 (c)	<del>If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him. <u>[Intentionally deleted]</u>.</del>

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 182	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.	Article 182	Any notice or other document, <u>(including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> :  (a) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left.;  (b) <del>Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company.—, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</del>

**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association No.           Articles of Association</b>	<b>Amended Provision of Articles of Association No.           Articles of Association</b>
	<p>(c) <u>if served by being placed on the Company’s website and the website of the HK Stock Exchange, shall be deemed to have been served or delivered on the day it was so placed on such website, or at such time as may be prescribed by the Listing Rules or provided in such notice or document;</u></p> <p>(d) <u>if served by being published by way of advertisement or on a website, shall be deemed to have been served or delivered on the day it was so published, and</u></p> <p>(e) <del>Any notice or document if served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</del></p>



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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 183	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.	Article 183	A notice or document ( <u>including any corporate communications within the meaning ascribed thereto under the Listing Rules</u> ) may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, <u>or by electronic means to such contact details supplied by such person</u> or ( <del>until such an address has been so supplied</del> ) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.

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**APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Existing Provision of Articles of Association No.</b>	<b>Articles of Association</b>	<b>Amended Provision of Articles of Association No.</b>	<b>Articles of Association</b>
Article 185	Any notice or document delivered or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.	Article 185	Any notice or document <u>(including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> delivered or sent by post to, or left at the registered address of any Shareholder <u>or by electronic means to such contact details or websites of any Shareholder, or by publishing it on the website of the Company and of the HK Stock Exchange</u> in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.

*Note:* The Second Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Meihao Medical Group Co., Ltd

### 美皓醫療集團有限公司

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

**(Stock Code: 1947)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Meihao Medical Group Co., Ltd (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 18 June 2024 at Conference Room, 5/F., Zhu Pu Building, No. 352 Jiangbin West Road, Lucheng District, Wenzhou City, Zhejiang Province, PRC for the following purposes:

#### **AS ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended 31 December 2023.
2.
  - (i) To re-elect Mr. Wang Xiaomin as an executive Director.
  - (ii) To re-elect Dr. Zhou Jian as an independent non-executive Director.
  - (iii) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor and to authorise the Board to fix its remuneration.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company (with or without amendments):

4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) 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 in accordance with the Articles of Association of the Company in force from time to time; shall not exceed 20% of the aggregate number of Shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares of the Company in issue, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue as at the date of passing the resolution.”
7. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** the payment of a final dividend, with an option for scrip dividend, from the share premium account of the Company of HK\$0.01 per share for the year ended 31 December 2023 to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 26 June 2024 be and is hereby approved.”

### AS SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as a special resolution of the Company:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) as set out in the circular of the Company dated 27 May 2024 (the “**Circular**”) and the second amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) in the form of the document marked “A” and produced to the AGM (for the purpose of identification initialed by the chairman of the AGM) which consolidates all the Proposed Amendments mentioned in the Circular be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing M&A with immediate effect after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Amended M&A.”

By order of the Board  
**Meihao Medical Group Co., Ltd**  
**Wang Xiaomin**  
*Chairman and executive Director*

Hong Kong, 27 May 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled 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 effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. With respect to resolution numbered 2 of this notice, Mr. Wang Xiaomin and Dr. Zhou Jian shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 May 2024.
6. In relation to the resolutions numbered 4 and 6 of this notice, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated 27 May 2024.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.
9. To the extent that there are any inconsistencies between the English version and the Chinese version of this notice, the English version shall prevail.
10. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force on the day of the meeting, shareholders are suggested to visit the Company's website (<http://www.meihaomedical.com>) for arrangements of the meeting.

*As at the date of this notice, the executive Directors are Mr. Wang Xiaomin and Ms. Zheng Man, and the independent non-executive Directors are Mr. Ng Ming Chee, Ms. Tam Hon Shan Celia and Dr. Zhou Jian.*