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## **Zylox-Tonbridge Medical Technology Co., Ltd.**

**歸創通橋醫療科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2190)**

- (1) PROPOSED ADOPTION OF  
THE 2021 H SHARE AWARD AND TRUST SCHEME;**
- (2) PROPOSED AUTHORIZATION TO THE BOARD AND/OR  
THE DELEGATEE TO HANDLE MATTERS PERTAINING TO  
THE 2021 H SHARE AWARD AND TRUST SCHEME;**
- (3) PROPOSED CHANGE OF REGISTERED ADDRESS;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION; AND**
- (5) CLOSURE OF REGISTER OF MEMBERS**

### **THE H SHARE SCHEME**

The Board has resolved at a meeting of the Board held on August 30, 2021 to propose the adoption of the H Share Scheme. The H Share Scheme is still subject to the consideration and approval of the Shareholders which will be sought at the EGM.

The H Share Scheme Limit shall be the maximum number of H Shares that will be acquired by the Trustee from time to time, and in any case being not more than 9,972,000 H Shares.

### **Implications under the Listing Rules**

The H Share Scheme does not constitute a share option scheme or an arrangement similar to a share option scheme as defined and regulated under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

## **PROPOSED CHANGE OF REGISTERED ADDRESS**

The Board has proposed to change the registered address of the Company in the PRC from “1st & 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang District, Hangzhou, Zhejiang” to “Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang” as the construction of the Company’s new buildings has been completed and the new buildings situate in the new address. The Proposed Change of Registered Address is still subject to the consideration and approval of the Shareholders which will be sought at the EGM and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board has proposed that certain amendments will be made to the Articles of Association to (i) reflect the Proposed Change of Registered Address, (ii) reflect the change to the total issued share capital of the Company after completion of the global offering of 60,000,000 H Shares by the Company and the full exercise of the over-allotment option granted by the Company to the relevant underwriters to issue up to an aggregate of 9,000,000 additional H Shares, and (iii) clarify the authorities and responsibilities of the Board and Shareholders and streamline the decision making process to improve the efficiency of the Company’s operation. The proposed amendments to the Articles of Association are subject to the consideration and approval of the special resolution by the Shareholders which will be sought at the EGM.

## **EGM**

The EGM will be convened to consider and, if thought fit, approve, among other things, the (i) proposed adoption of the H Share Scheme, (ii) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Scheme, (iii) the Proposed Change of Registered Address, and (iv) the proposed amendments to the Articles of Association.

A circular of the Company containing, among other things, (i) further details of the H Share Scheme, (ii) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Scheme, (iii) further information regarding the Proposed Change of Registered Address, (iv) the proposed amendments to the Articles of Association, and (v) a notice convening the EGM, is expected to be despatched to the Shareholders on or before September 7, 2021.

## **I. THE H SHARE SCHEME**

### **A. PROPOSED ADOPTION OF THE 2021 H SHARE AWARD AND TRUST SCHEME**

The Board has resolved at a meeting of the Board held on August 30, 2021 to propose the adoption of the H Share Scheme. The H Share Scheme is still subject to the consideration and approval of the Shareholders which will be sought at the EGM. The principal terms of the H Share Scheme are set out below.

#### **(a) Purpose and Objectives of the H Share Scheme**

The H Share Scheme is a share award of H Shares and trust scheme established by the Company to award Selected Employees and the objectives of the H Share Scheme are:

- (i) to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company;
- (ii) to deepen the reform on the Company's remuneration system and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and executive management; and
- (iii) to (a) recognize the contributions of the leadership of the Company including the Directors; (b) attract, encourage, motivate and retain the key personnel of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (c) provide additional incentive for long standing employee by aligning the interests of such personnel of the Company to those of the Shareholders and the Group as a whole.

#### **(b) Duration, Alteration or Termination of the H Share Scheme**

##### *Duration*

Unless terminated earlier by the Board pursuant to the H Share Scheme Rules, the H Share Scheme shall be valid and effective for ten years commencing from the Adoption Date, i.e. the date on which the H Share Scheme is approved by the Shareholders at the EGM.

### ***Alternation***

The H Share Scheme may be altered in any respect by resolution of the Board.

### ***Termination***

The H Share Scheme shall terminate on the earlier of (i) the tenth anniversary date from the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Employee.

Upon termination, (i) no further grant of Awarded Shares may be made under the H Share Scheme; (ii) all Awarded Shares of the Selected Employees granted under the H Share Scheme shall continue to be held by the Trustee and become vested in the Selected Employees according to the conditions of the Award; (iii) all Shares (except for any Awarded Shares subject to vesting on the Selected Employees) remaining in the Trust Fund shall be sold by the Trustee within 28 Business Days (on which the trading of the Shares has not been suspended) (or such longer period as the Trustee and the Board may otherwise determine); and (iv) net sale proceeds and such other funds and properties remaining in the Trust Fund managed by the Trustee (after making appropriate deductions) shall be remitted to the Company forthwith after the sale. The Trustee may not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than its interest in the sale proceeds of such Shares).

### **(c) Source of Funds**

The source of funds for funding the H Share Scheme is the internal funds of the Company.

### **(d) Operation**

The Board or the Delegatee may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise contributed by the Company, any subsidiary or any party designated by the Company as directed by the Board or the Delegatee which shall constitute part of the Trust Fund, for the purchase or subscription (as the case may be) of Shares and other purposes set out in the H Share Scheme Rules and the Trust Deed. Subject to prior written direction and/or consent of the Board or the Delegatee, the Trustee may accept Shares transferred, gifted, assigned, or conveyed to the Trust from any party designated by the Company from time to time in such number as such party designated by the Company may at their sole discretion determine, which shall constitute part of the Trust Fund.

In the event that the Awarded Shares are to be allotted and issued as new Shares under the General Mandate for the purpose of the Trust, the Company shall comply with all applicable laws and regulations, Listing Rules and the Articles of Association when allotting and issuing any new Shares and application shall be made to the Stock Exchange and China Securities Regulatory Commission for the listing of, and permission to deal in the new Shares to be issued to the Trustee.

The Board or the Delegatee may from time to time instruct the Trustee in writing to purchase Shares on the Stock Exchange or accept and receive a specified number of Shares from any party designated by the Company. Once purchased or received, the Shares are to be held by the Trustee for the benefit of the Selected Employees under the Trust on and subject to the terms and conditions of the H Share Scheme and the Trust Deed. On each occasion when the Board or the Delegatee instructs the Trustee to purchase Shares on the Stock Exchange, it shall specify the maximum amount of funds to be used and the range of prices or the specified price at which such Shares are to be purchased, and such range of prices or specified price shall be within the price range agreed by the Board from time to time. The Trustee may not incur more than the maximum amount of funds or purchase any Shares at a price falling outside the range of prices so specified unless with the prior written consent of the Board or the Delegatee.

The Trustee shall keep the Board informed from time to time of the number of Shares purchased and the price at which those Shares have been purchased. If, for any reason, the Trustee shall not be able to purchase any or all of the Shares with the maximum amount of funds (where the range of prices at which such Shares are to be purchased has been specified by the Board) so specified in the notice within ten Business Days on which the trading of the Shares has not been suspended on the Stock Exchange after being instructed by the Board to do so, the Trustee shall notify the Board in writing. The Board shall then decide on whether to instruct the Trustee to continue with such purchase and the conditions thereof.

The Company shall instruct the Trustee whether or not to apply any Awarded Shares, which are not vested and/or are forfeited in accordance with the terms of the H Share Scheme, to satisfy any grant of Awards made, and if such Shares, as specified by the Company, are not sufficient to satisfy the Awards granted, the Company shall, as soon as reasonably practicable, for purposes of satisfying the Awards granted, transfer to the Trust the necessary funds and instruct the Trustee to acquire further H Shares through on-market transactions at the prevailing market price.

**(e) H Share Scheme Limit**

Subject to the H Share Scheme Rules, the H Share Scheme Limit shall be the maximum number of H Shares that will be acquired by the Trustee from time to time, and in any case being not more than 9,972,000 H Shares. The Company shall not make any further grant of Award which will result in the aggregate number of H Shares underlying all grants made pursuant to the H Share Scheme (excluding Awarded Shares that have been forfeited in accordance with the H Share Scheme) to exceed the H Share Scheme Limit without Shareholders' approval.

Save as stated above, the maximum number of non-vested Awarded Shares granted to a Selected Employee under the H Share Scheme shall not exceed one per cent of the issued share capital of the Company from time to time in any 12-month period.

**(f) Date of Grant**

No Award shall be made by the Board or the Delegatee and no instructions to acquire any Shares shall be given to the Trustee under the H Share Scheme where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time. Without limiting the generality of the foregoing, no such instruction is to be given and no such grant is to be made:

- (i) after an event involving inside information in relation to affairs or securities of the Company has occurred or a matter involving inside information in relation to the securities of the Company has been the subject of a decision, until such inside information has been publicly announced in accordance with the applicable laws and the Listing Rules;
- (ii) during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results;
- (iii) during the period of 30 days immediately preceding the publication date of the interim results for any financial period of the Company or, if shorter, the period from the end of the relevant half-year period of the financial period up to the publication date of the results; or
- (iv) in any circumstance which is prohibited under the Listing Rules, the SFO or any other law or regulation or where any requisite approval from any governmental or regulatory authority has not been granted.

**(g) Administration of the H Share Scheme**

The H Share Scheme shall be subject to the administration of the following administrative bodies:

- (a) the general meeting of the Shareholders, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the H Share Scheme. The general meeting of the Shareholders may authorize the Board or the Delegatee to deal with all matters related to the H Share Scheme to the extent of its authority;
- (b) The H Share Scheme shall be subject to the administration of the Board and the Trustee in accordance with the H Share Scheme Rules and the Trust Deed. The decision of the Board or the Delegatee with respect to any matter arising under the H Share Scheme (including the interpretation of any provision) shall be final and binding on all persons affected. The Remuneration Committee shall be responsible for drafting and revising the H Share Scheme and submitting the same to the Board for consideration. Upon consideration and approval of the H Share Scheme, the Board will submit the H Share Scheme to the general meeting of the Shareholders for consideration. The Board or the Delegatee may handle all matters related to the H Share Scheme within the authorization by the general meeting of the Shareholders;
- (c) Subject to any restrictions in the H Share Scheme Rules, it is noted that as at the Adoption Date, the Board has delegated to the EBC Management Committee, as the Delegatee, the authority to administer the H Share Scheme, including the power to grant an Award under the H Share Scheme;
- (d) Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board or the Delegatee may also from time to time appoint one or more Trustees in respect of granting, administration or vesting of any Awarded Shares. The Board or, if delegated to the Delegatee, then the Delegatee shall be the sole body which has the authority to give any direction, instruction or recommendation to the Trustee or from which the Trustee seeks direction, instruction or recommendation with respect to the H Share Scheme and the Trust;
- (e) the Trust will be constituted to service the H Share Scheme whereby the Trustee shall, subject to the relevant provisions of the Trust Deed and upon the instruction of the Company, acquire not more than 9,972,000 H Shares in accordance with the H Share Scheme Rules with funds to be transferred by the Company to the Trust.



**(h) Selected Employees of the H Share Scheme**

Eligible Participant who may participate in the H Share Scheme include any full-time PRC or non-PRC employee of any members of the Group, who is a Director, supervisor, senior management, key operating team member, employee, or, a consultant of the Group.

The Board or the Delegatee may, from time to time, select any Eligible Participant to be a Selected Employee and grant such number of Awarded Shares to any Selected Employee at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

In determining the number of Awarded Shares to be granted to any Selected Employee (excluding any Excluded Employee), the Board or the Delegatee shall take into consideration matters including, but without limitation to,

- (a) the present contribution and expected contribution of the relevant Selected Employee to the profits of the Group;
- (b) the general financial condition of the Group;
- (c) the Group's overall business objectives and future development plan; and
- (d) any other matter which the Board or the Delegatee considers relevant.

**(i) Grant of Awards**

The Board or the Delegatee is entitled to impose any conditions (including a period of continued service within the Group after the Award), as it deems appropriate in its absolute discretion with respect to the vesting of the Awarded Shares on the Selected Employee, and shall inform the Trustee and such Selected Employee the relevant conditions of the Award and the Awarded Shares. Subject to applicable laws and regulations, the Board or the Delegatee shall be at liberty to waive any vesting conditions.

Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the Listing Rules.



After the Board or the Delegatee has decided to make a grant of Awarded Shares to any Selected Employee, the Board or the Delegatee shall send a Grant Notice to such Selected Employee, setting out, among others, the number of Awarded Shares so granted and the conditions (if any) upon which such Awarded Shares were granted. The number of Awarded Shares specified in the Grant Notice shall, subject to acceptance by the relevant Selected Employee in accordance with the H Share Scheme Rules, constitute the definitive number of Awarded Shares being granted to him.

If the Selected Employee fails to sign and return the acceptance form attached to the Grant Notice within five Business Days after the date of the Grant Notice, the grant of the Awarded Shares to such Employee shall lapse forthwith and the Awarded Shares shall remain as part of the Trust Fund. Such Employee shall have no right or claim against the Company, any other member of the Group, the Board, the Delegatee, the Trust or the Trustee or with respect to those or any other Shares or any right thereto or interest therein in any way.

**(j) Vesting of the Awarded Shares**

Subject to the terms and condition of the H Share Scheme and the fulfillment of all vesting conditions to the vesting of the Awarded Shares on such Selected Employee as specified in the H Share Scheme and the Grant Notice, the respective Awarded Shares held by the Trustee on behalf of the Selected Employee pursuant to the provision hereof shall vest in such Selected Employee in accordance with the vesting schedule (if any) as set out in the Grant Notice, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date, or sell the relevant Awarded Shares as soon as practicable from the Vesting Date and pay the Actual Selling Price to the Selected Employees within a reasonable time period in satisfaction of the Award.

In accordance with the H Share Scheme Rules, barring any unforeseen circumstances, unless otherwise agreed between the Board or the Delegatee, and the Trustee, at least 30 Business Days prior to the Vesting Date, the Board or the Delegatee shall send to the relevant Selected Employee (with a copy to the Trustee) a Vesting Notice together with such prescribed transfer documents which require the Selected Employee to execute to effect the vesting and transfer/sale of the Awarded Shares;

Subject to the receipt by the Trustee of (a) the reply slip from the Selected Employee (or his legal representative or lawful successor as the case may be) to the Vesting Notice and transfer documents prescribed by the Trustee and duly signed by the Selected Employee within the period stipulated in the Vesting Notice, (b) a confirmation from the Company that all vesting conditions having been fulfilled, and (c) certified copies of the identification documents of the Selected Employee, the Trustee shall transfer the relevant Awarded Shares to the relevant Selected Employee as soon as practicable on or after the Vesting Date and in any event not later than ten Business Days after the Vesting Date, or sell the relevant Awarded Shares as soon as practicable from the Vesting Date and pay the Actual Selling Price to the Selected Employee within a reasonable time period in satisfaction of the Award.

**(k) Interest in the Awarded Shares**

Prior to the Vesting Date, any Award made shall be personal to the Selected Employee to whom it is made and shall not be assignable and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such Award, unless the Award or any interest thereof is transferred as a result of the Selected Employee's death in accordance with the terms of the H Share Scheme.

Neither the Selected Employee nor the Trustee may exercise any voting rights attached to any H Shares held by the Trustee under the Trust (including any Awarded Shares that have not yet vested).

The Board or the Delegatee may at its discretion, with or without further conditions, grant additional Shares or cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares. In such case the Board or the Delegatee shall deliver a Grant Notice to the Selected Employee and the Trustee specifying the number of additional Shares and cash amount to be granted to the Selected Employee. The Trustee shall transfer the specified number of additional Shares and the cash award, together with the Awarded Shares, to the Selected Employee on the Vesting Date in accordance with the H Share Scheme Rules. In the event that the Awarded Shares are to be forfeited, such underlying dividend shall be transferred back to the Trust (in case of share award) or Trust Fund (in case of cash award).

**(l) Occurrence of certain events pertaining to the Company**

***(i) Change in control***

If there occurs an event of change in control (as defined under the Takeovers Code) of the Company (whether by way of offer, merger, scheme of arrangement or otherwise) or the Company's withdrawal of its listing from the Stock Exchange pursuant to the Listing Rules prior to the Vesting Date, the Board or the Delegatee shall determine at its discretion whether such Awarded Shares shall vest in the Selected Employee and the time at which such Awarded Shares shall vest.

***(ii) Open offer and rights issue***

In the event the Company undertakes an open offer of new securities in respect of any Shares which are held by the Trustee under the H Share Scheme, the Trustee shall not subscribe for any new Shares. In the event of a rights issue, the Trustee shall seek instructions from the Company to decide whether to sell such amount of the nil-paid rights allotted to it on the market as is appropriate and the net proceeds of sale of such rights shall be held as part of the Trust Fund.

***(iii) Consolidation or sub-division of shares***

In the event the Company undertakes a subdivision or consolidation of the Shares, such Selected Employee shall be entitled to those Awarded Shares as so subdivided or consolidated and the Board or the Delegatee shall as soon as reasonably practicable after such subdivision or consolidation has been effected, notify each such Selected Employee of the number of Awarded Shares that he has become entitled to on vesting after such subdivision or consolidation (as the case may be).

**(m) Disqualification of the Selected Employee**

In the event that prior to or on the Vesting Date, a Selected Employee is found to be an Excluded Employee or is deemed to cease to be an Employee unless agreed specifically between the Selected Employee and the Company, the relevant Award made to such Selected Employee shall automatically be forfeited forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund. Such Employee shall have no right or claim against the Company, any other member of the Group, the Board or the Delegatee, the Trust or the Trustee or with respect to those or any other Shares or any right thereto or interest therein in any way.

Unless the Board or the Delegatee determines otherwise, the circumstances under which a person shall be treated as having ceased to be an Employee shall include, without limitation, the following:

- (a) where such person has committed any act of fraud or dishonesty or serious misconduct, whether or not in connection with his employment or engagement by any member of the Group and whether or not it has resulted in his employment or engagement being terminated by the relevant member of the Group;
- (b) where such person has been declared or adjudged to be bankrupt by a competent court or governmental body or has failed to pay his debts as they fall due (after the expiry of any applicable grace period) or has entered into any arrangement or composition with his creditors generally or an administrator has taken possession of any of his assets;
- (c) where such person has been convicted of any criminal offence; or
- (d) where such person has been convicted of or is being held liable for any offence under or any breach of the SFO or other securities laws or regulations in Hong Kong or any other applicable laws or regulations in force from time to time.

In respect of a Selected Employee who died or retired by agreement with a member of the Group at any time prior to or on the Vesting Date, all the Awarded Shares of the relevant Selected Employee shall be deemed to be vested on the day immediately prior to his death or the day immediately prior to his retirement with the relevant member of the Group.

**(n) Reasons for and Benefits of the Adoption of the H Share Scheme**

Please refer to the section headed “I. The H Share Scheme — A. Proposed Adoption of the 2021 H Share Award and Trust Scheme — (a) Purpose and Objectives of the H Share Scheme” in this announcement.

The Directors (including the independent non-executive Directors) are of the view that the adoption of the H Share Scheme will realize the aforesaid goals, and that the terms and conditions of the H Share Scheme are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**(o) Implications under the Listing Rules**

The H Share Scheme does not constitute a share option scheme or an arrangement similar to a share option scheme as defined and regulated under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

**B. PROPOSED AUTHORIZATION TO THE BOARD AND/OR THE DELEGATEE TO HANDLE MATTERS PERTAINING TO THE H SHARE SCHEME**

In order to ensure the successful implementation of the H Share Scheme, the Board has proposed that, subject to the approval of the H Share Scheme by the Shareholders at the EGM, the Shareholders also grant an authorization to the Board and/or the Delegatee to deal with matters in relation to the H Share Scheme with full authority, including but not limited to:

- (i) to authorize the Board to consider, appoint and establish the EBC Management Committee for the purpose of the H Share Scheme, consisting of the chairman of the Board, chief financial officer and the financial director of the Company;
- (ii) to authorize any member of the EBC Management Committee to enter into the Trust Deed on behalf of the Company with the Trustee and to affix the Company seal onto such Trust Deed, pursuant to which the Trustee will provide trust services for the H Share Scheme;
- (iii) to authorize the Board to set up a cash securities account under the name of Futu Trustee Limited so as to facilitate the provision of trading services and trading platform for the Selected Employees of the H Share Scheme by the Trustee;
- (iv) to authorize the Board to consider and authorize the EBC Management Committee to handle matters pertaining to the H Share Scheme with full authority during the validity period of the H Share Scheme, including but not limited to:
  - a. to determine the terms and conditions of the grant of Awards, approve the form and content of the Grant Notice, select Eligible Participants to become Selected Employees, and grant Awards to Selected Employees from time to time;
  - b. to determine the Grant Date and Vesting Date of Awarded Shares;

- c. to administer, amend and adjust the H Share Scheme, including but not limited to adjusting the number of outstanding Awarded Shares or accelerate the Vesting Dates of any Awards, provided that the H Share Scheme Limit shall not be adjusted and if such amendments require the approval of the Shareholders' meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board or the Delegatee shall obtain the corresponding authorization for such amendments;
- d. to decide on the selection, engagement and change of bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties for the purpose of the H Share Scheme;
- e. to sign, execute, and terminate all agreements and other relevant documents in connection with the H Share Scheme, fulfill all relevant procedures in relation to the H Share Scheme, and adopt other methods to implement the terms of the H Share Scheme;
- f. to determine and adjust the standards and conditions of the vesting of the Awards as well as the Vesting Periods, evaluate and manage the performance indicators, and to determine whether Awards granted to the Selected Employees can be vested;
- g. to determine the execution, amendment and termination of the H Share Scheme, including the forfeiture of Awards and continued vesting of Awarded Shares upon the changes in circumstances pertaining to the Selected Employees;
- h. to construe and interpret the H Share Scheme Rules and to resolve any issues and disputes arising from or in connection with the H Share Scheme;
- i. to exercise any other authorizations in relation to matters necessary to the implementation of the H Share Scheme granted by the Shareholders' meeting from time to time;

- j. on behalf of the Company, execute all documents in relation to the operations of and other matters of the H Share Scheme, or providing instructions to the Trustee in relation to its operations, the execution of relevant documents in relation to the setting up of the accounts, operations of the accounts, and the setting up and operations of the cash securities account with Futu Securities International (Hong Kong) Limited under the name of Futu Trustee Limited, the release of Awarded Shares for the purpose of the vesting of the Awards, or the sale of Awarded Shares on-market at the prevailing market price and pay the proceeds arising from such sale to Selected Employees, or directing and procuring the Trustee to release the Awarded Shares to the Selected Employees by transferring the Awarded Shares to the Selected Employees as determined by them from time to time, and confirming, allowing and approving all matters precedent arising from or in relation to the Trust Deed; and
- k. on behalf of the Company, approve, execute, refine, deliver, negotiate, agree on and agree to all such agreements, contracts, documents, regulations, matters and things (as the case may be) as it deems reasonable, necessary, desirable, appropriate or expedient, in order to implement and/or implement all transactions conducted accordingly, and make any reasonable alterations, amendments, changes, modifications and/or supplements as it deems necessary, desirable, appropriate or expedient. If there is a requirement to affix a company seal on any such agreement, contract or document, it has the right to sign the agreement, contract or document and affix the company seal in accordance with the Articles of Association in that case.

The aforementioned authorization to the Board and/or the Delegatee shall be valid for the Award Period.

## **II. PROPOSED CHANGE OF REGISTERED ADDRESS**

The Board has proposed to change the registered address of the Company in the PRC from “1st & 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang District, Hangzhou, Zhejiang” to “Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang” as the construction of the Company’s new buildings has been completed and the new buildings situate in the new address.

The Proposed Change of Registered Address is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM and the approval of, and registration or filing with, the relevant competent authorities in the PRC.



### III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed that certain amendments will be made to the Articles of Association of the Company to (i) reflect the Proposed Change of Registered Address, (ii) reflect the change to the total issued share capital of the Company after completion of the global offering of 60,000,000 H Shares by the Company and the full exercise of the over-allotment option granted by the Company to the relevant underwriters to issue up to an aggregate of 9,000,000 additional H Shares, and (iii) clarify the authorities and responsibilities of the Board and Shareholders and streamline the decision making process to improve the efficiency of the Company’s operation:

Before Amendment	After Amendment
<p><b>Article 1</b> Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司) (the “<b>Company</b>”) is a joint stock limited liability company established in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (中華人民共和國證券法), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “<b>Special Regulations</b>”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “<b>Mandatory Provisions</b>”), the Letter of Opinions on the Supplement and Revision to Articles of Association of Companies to be Listed on Hong Kong (關於到香港上市公司對公司章程作補充修改意見的函), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other relevant laws, administrative regulations of the State.</p>	<p><b>Article 1</b> Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司) (the “<b>Company</b>”) is a joint stock limited liability company established in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (中華人民共和國證券法), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “<b>Special Regulations</b>”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “<b>Mandatory Provisions</b>”), the Letter of Opinions on the Supplement and Revision to Articles of Association of Companies to be Listed on Hong Kong (關於到香港上市公司對公司章程作補充修改意見的函), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other relevant laws, administrative regulations of the State.</p>

Before Amendment	After Amendment
<p>The Company is a joint stock limited liability company promoted and established by way of overall alteration by the former Zhejiang Zylox Medical Device Co., Ltd. (浙江歸創醫療器械有限公司), which converted the total share capital of the Company into 263,401,001 shares with par value of RMB1 each based on the audited net assets of RMB926,002,038.14 as at January 31, 2021. The Company was registered at the Bureau of Market Supervision in Yuhang District, Hangzhou on March 2, 2021 and obtained its Business License (unified social credit code: 91330100053682455D).</p> <p>.....</p>	<p>The Company is a joint stock limited liability company promoted and established by way of overall alteration by the former Zhejiang Zylox Medical Device Co., Ltd. (浙江歸創醫療器械有限公司), which converted the total share capital of the Company into 263,401,001 shares with par value of RMB1 each based on the audited net assets of RMB926,002,038.14 as at January 31, 2021. The Company was registered at the Bureau of Market Supervision in Yuhang District, Hangzhou on March 2, 2021 and obtained its Business License (unified social credit code: 91330100053682455D). <b>Currently, the Company has moved to Administration for Industry and Commerce of Zhejiang Province for registration.</b></p> <p>.....</p>
<p><b>Article 3</b> Address of the Company: 1st &amp; 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang Street, Yuhang District, Hangzhou, Zhejiang; postal code: 311121.</p>	<p><b>Article 3</b> Address of the Company: <u>Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, 1st &amp; 2nd Floors, Building 1, No. 18 Keji Avenue, Yuhang Street, Yuhang District, Hangzhou, Zhejiang; postal code: 311121.</u></p>

Before Amendment	After Amendment
<p><b>Article 19</b> The Company has been authorized by the securities authority of the State Council to issue no more than 75,728,000 overseas listed foreign shares with nominal value of RMB1 each, all of which are ordinary shares.</p> <p>Upon the completion of the public issuance of overseas listed foreign shares, and if the overallotment option is not exercised, the capital structure of the Company comprises of 323,401,001 ordinary shares, including 201,881,003 domestic shares and 121,519,998 foreign shares; if the over-allotment option is exercised, the capital structure of the Company comprises of 332,401,001 ordinary shares, including 201,881,003 domestic shares and 130,519,998 foreign shares.</p>	<p><del><b>Article 19</b> The Company has been authorized by the securities authority of the State Council to issue no more than 75,728,000 overseas listed foreign shares with nominal value of RMB1 each, all of which are ordinary shares.</del></p> <p>Upon the completion of the public issuance of overseas listed foreign shares, and if the overallotment option is not exercised, the capital structure of the Company comprises of 323,401,001 ordinary shares, including 201,881,003 domestic shares and 121,519,998 foreign shares; if the over-allotment option is exercised, the capital structure of the Company comprises of 332,401,001 ordinary shares, including 201,881,003 domestic shares and 130,519,998 foreign shares.</p>
<p><b>Article 22</b> Prior to the issuance of H share, the registered capital of the Company is RMB263,401,001.</p> <p>Upon the completion of the public issuance of overseas listed foreign shares, and if the overallotment option is not exercised, the registered capital of the Company is RMB323,401,001; if the over-allotment option is exercised, the registered capital of the Company is RMB332,401,001.</p>	<p><del><b>Article 22</b> Prior to the issuance of H share, the The registered capital of the Company is RMB332,401,001.</del></p> <p>Upon the completion of the public issuance of overseas listed foreign shares, and if the overallotment option is not exercised, the registered capital of the Company is RMB323,401,001; if the over-allotment option is exercised, the registered capital of the Company is RMB332,401,001.</p>

<b>Before Amendment</b>	<b>After Amendment</b>
<p><b>Article 54</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect and replace Directors and to decide on the remuneration of the relevant Directors;</p> <p>(III) to elect and replace supervisors who are shareholder representatives and to determine matters relating to the remuneration of and supervisors;</p> <p>(IV) to review and approve reports made by the Board;</p> <p>(V) to review and approve reports made by the Supervisory Committee;</p> <p>(VI) to review and approve the Company's annual financial budget, final accounts;</p> <p>(VII) to review and approve the Company's plans for profit distribution and loss recovery plans;</p> <p>(VIII) to resolve on resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX) to make resolutions on the Company's issuance of debentures, any kind of shares, warrants and other similar securities, and its listing plan;</p> <p>(X) to make resolutions on the merger, division, dissolution, liquidation or change incorporate form of the Company;</p>	<p><b>Article 54</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect and replace Directors and to decide on the remuneration of the relevant Directors;</p> <p>(III) to elect and replace supervisors who are shareholder representatives and to determine matters relating to the remuneration of and supervisors;</p> <p>(IV) to review and approve reports made by the Board;</p> <p>(V) to review and approve reports made by the Supervisory Committee;</p> <p>(VI) to review and approve the Company's annual financial budget, final accounts;</p> <p>(VII) to review and approve the Company's plans for profit distribution and loss recovery plans;</p> <p>(VIII) to resolve on resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX) to make resolutions on the Company's issuance of debentures, any kind of shares, warrants and other similar securities, and its listing plan;</p> <p>(X) to make resolutions on the merger, division, dissolution, liquidation or change incorporate form of the Company;</p>

Before Amendment	After Amendment
<p>(XI) to resolve on resolutions on the engagement, reappointment, discontinuation or dismissal of the accounting firms by the Company;</p> <p>(XII) to amend the Articles of Association and the rules of procedure of the general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(XIII) to consider and approve matters relating to the purchases, disposals of material assets (including but not limited to land, building, equipment, production line, equity), or provisions of guarantees, which are more than 30% of the latest audited total assets of the Company, within one year;</p> <p>(XIV) to deliberate on equity incentive plan;</p> <p>(XV) to review the proposals raised by the Shareholders representing above three percent (3%) of the Company's Shares with voting rights;</p> <p>(XVI) to review other issues which should be decided by the Shareholders' general meeting as stipulated by laws, regulations, listing rules of the place where the Company's Shares are listed and our Articles of Association.</p> <p>“Within one year” refers to “within one financial year”.</p>	<p>(XI) to resolve on resolutions on the engagement, reappointment, discontinuation or dismissal of the accounting firms by the Company;</p> <p>(XII) to amend the Articles of Association and the rules of procedure of the general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(XIII) to consider and approve <del>matters relating to the purchases, disposals of material assets (including but not limited to land, building, equipment, production line, equity), or provisions of guarantees, which are more than 30% of the latest audited total assets of the Company, within one year</del> <u>matters required to be considered and approved by the Company at the general meeting of shareholders under the Hong Kong Listing Rules;</u></p> <p>(XIV) to deliberate on equity incentive plan;</p> <p>(XV) to review the proposals raised by the Shareholders representing above three percent (3%) of the Company's Shares with voting rights;</p> <p>(XVI) to review other issues which should be decided by the Shareholders' general meeting as stipulated by laws, regulations, listing rules of the place where the Company's Shares are listed and our Articles of Association.</p> <p>“Within one year” refers to “within one financial year”.</p>

Before Amendment	After Amendment
<p><b>Article 78</b> The following matters shall be approved by general meeting by special resolutions:</p> <p>(I) increasing or reducing the registered capital of the Company and issuing Shares of any class, equity warrants and other similar securities;</p> <p>(II) the issuance of corporate bond by the Company;</p> <p>(III) division, merger, dissolution and liquidation or change of corporate form of the Company;</p> <p>(IV) amendment to these Articles;</p> <p>(V) the consideration of matters relating to the Company’s purchases or disposals of material assets (including but not limited to land, building, equipment, production line, equity) or the provision of guarantees accumulated within one year, which are more than 30% of the latest audited total assets of the Company;</p> <p>(VI) matters stipulated by laws, administrative regulations, listing rules of the place where the Company’s Shares are listed or these Articles, or matters which are determined by an ordinary resolution of the general meeting to be of material significance to the Company and are required to be approved by way of special resolutions.</p> <p>“Within one year” refers to “within one financial year”.</p>	<p><b>Article 78</b> The following matters shall be approved by general meeting by special resolutions:</p> <p>(I) increasing or reducing the registered capital of the Company and issuing Shares of any class, equity warrants and other similar securities;</p> <p>(II) the issuance of corporate bond by the Company;</p> <p>(III) division, merger, dissolution and liquidation or change of corporate form of the Company;</p> <p>(IV) amendment to these Articles;</p> <p>(V) <del>the consideration of matters relating to the Company’s purchases or disposals of material assets (including but not limited to land, building, equipment, production line, equity) or the provision of guarantees accumulated within one year, which are more than 30% of the latest audited total assets of the Company;</del></p> <p>(<del>VI</del>) matters stipulated by laws, administrative regulations, listing rules of the place where the Company’s Shares are listed or these Articles, or matters which are determined by an ordinary resolution of the general meeting to be of material significance to the Company and are required to be approved by way of special resolutions.</p> <p>“Within one year” refers to “within one financial year”.</p>

<b>Before Amendment</b>	<b>After Amendment</b>
<p><b>Article 96</b> The board of directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings;</p> <p>(II) implementing resolutions of the Shareholders' general meetings;</p> <p>(III) determining the Company's business plans and investment plans of the Company;</p> <p>(IV) formulating annual financial budget plans and final account plans of the Company;</p> <p>(V) formulating profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) formulating proposals for the increase or reduction of the Company's registered capital, and for the issuance of the Company's debentures or other securities and the listing;</p> <p>(VII) formulating proposals for the Company's merger, division, dissolving and change in corporate form of the Company;</p> <p>(VIII) deciding on the Company's internal management structure;</p>	<p><b>Article 96</b> The board of directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings;</p> <p>(II) implementing resolutions of the Shareholders' general meetings;</p> <p>(III) determining the Company's business plans and investment plans of the Company;</p> <p>(IV) formulating annual financial budget plans and final account plans of the Company;</p> <p>(V) formulating profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) formulating proposals for the increase or reduction of the Company's registered capital, and for the issuance of the Company's debentures or other securities and the listing;</p> <p>(VII) formulating proposals for the Company's merger, division, dissolving and change in corporate form of the Company;</p> <p>(VIII) deciding on the Company's internal management structure;</p>



<b>Before Amendment</b>	<b>After Amendment</b>
(IX) appointing or dismissing the general manager of the Company, the secretary to the Board of Directors of the Company and the company secretary; appointing or dismissing deputy general manager and senior management personnel including person-in-charge of finance of the Company based on the nominations of the general manager, and determining their emoluments;	(IX) appointing or dismissing the general manager of the Company, the secretary to the Board of Directors of the Company and the company secretary; appointing or dismissing deputy general manager and senior management personnel including person-in-charge of finance of the Company based on the nominations of the general manager, and determining their emoluments;
(X) establishing the basic management system of the Company;	(X) establishing the basic management system of the Company;
(XI) drafting proposals for the amendment to the Articles of Association;	(XI) drafting proposals for the amendment to the Articles of Association;
(XII) authorizing the chairman of the Board of Directors to exercise part of the functions and powers of the Board of Directors;	(XII) authorizing the chairman of the Board of Directors to exercise part of the functions and powers of the Board of Directors;
(XIII) formulating the Company's equity incentive plan;	(XIII) formulating the Company's equity incentive plan;
(XIV) proposing the amount of Directors' remuneration and the scheme of payment method, and report to the general meeting for decision;	(XIV) proposing the amount of Directors' remuneration and the scheme of payment method, and report to the general meeting for decision;
(XV) managing the information disclosure of the Company;	(XV) <del>managing the information disclosure of the Company;</del>
(XVI) proposing the engagement or change of the appointment of accounting firms auditing for the Company to the Shareholders' general meeting;	<del>(XVI)</del> proposing the engagement or change of the appointment of accounting firms auditing for the Company to the Shareholders' general meeting;

Before Amendment	After Amendment
<p>(XVII) deciding on such major matters and administrative affairs other than those ought to be decided by the general meeting as specified in the laws, administrative regulations, rules and regulations of the competent authorities and the Articles of Association and enter into other important agreements;</p> <p>(XVIII) other functions and powers stipulated by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Saved for items (VI), (VII) and (XI), the aforesaid matters proposed by the Board of Directors shall be approved by consent of over two-thirds (2/3) of the Directors, while the rest shall be approved by consent of over one half of the Directors.</p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange of the place where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review.</p>	<p><del>(XVII) deciding on such major matters and administrative affairs other than those ought to be decided by the general meeting as specified in the laws, administrative regulations, rules and regulations of the competent authorities and the Articles of Association and enter into other important agreements;</del></p> <p>(XVIII) other functions and powers stipulated by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Saved for items (VI), (VII) and (XI), the aforesaid matters proposed by the Board of Directors shall be approved by consent of over two-thirds (2/3) of the Directors, while the rest shall be approved by consent of over one half of the Directors.</p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange of the place where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review.</p>

Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the special resolution by the Shareholders at the EGM.

#### **IV. EGM AND CLOSURE OF REGISTER OF MEMBERS**

The EGM will be convened to consider and, if thought fit, approve, among other things, (i) the proposed adoption of the H Share Scheme, (ii) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Scheme, (iii) the Proposed Change of Registered Address, and (iv) the proposed amendments to the Articles of Association.

A circular of the Company containing, among other things, (i) further details of the H Share Scheme, (ii) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Scheme, (iii) further information regarding the Proposed Change of Registered Address, (iv) proposed amendments to the Articles of Association, and (v) a notice convening the EGM, is expected to be despatched to the Shareholders on or before September 7, 2021.

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from September 17, 2021 to September 23, 2021 (both days inclusive). In order to be qualified to attend and vote at the EGM, H Shareholders of the Company must lodge all transfer documents accompanied by the relevant H Share certificates with the H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on September 16, 2021.

## DEFINITIONS

In this announcement, the following expressions shall have the meaning set out below unless the context requires otherwise:

“2021 H Share Award and Trust Scheme” or “H Share Scheme”	the 2021 H Share Award and Trust Scheme proposed to be adopted by the Company
“Actual Selling Price”	the actual price at which the Awarded Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of an Award pursuant to the H Share Scheme
“Adoption Date”	the date on which the Shareholders approve the H Share Scheme
“Articles of Association”	the articles of association of the Company currently in force (as amended from time to time)
“Award”	award granted by the Board or the Delegatee to a Selected Employee, pursuant to the H Share Scheme, which may vest in the form of Awarded Shares or the Actual Selling Price of the Awarded Shares in cash, as the Board or the Delegatee may determine in accordance with the terms of the H Share Scheme Rules
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the 10 <sup>th</sup> anniversary of the date on which the Shareholders approve the H Share Scheme
“Awarded Shares”	the H Shares granted to a Selected Employee in an Award
“Board”	the board of Directors of the Company
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Zylox-Tonbridge Medical Technology Co., Ltd.

“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company, any of its subsidiaries (from time to time), and/or any party designated by the Company as permitted under the H Share Scheme to the Trust as determined by the Board or the Delegatee from time to time
“Delegatee”	the EBC Management Committee, person(s) or board committee(s) to which the Board has delegated its authority
“Directors”	the directors of the Company
“EBC Management Committee”	the equity-based compensation management committee of the H Share Scheme, which includes the chairman of the Board, chief financial officer and the financial director of the Company to which the Board has delegated its authority to administer the H Share Scheme
“EGM”	the extraordinary general meeting of the Company to be held on September 23, 2021
“Eligible Participant”	any full-time PRC or non-PRC employee of any members of the Group, who is a Director, supervisor, senior management, key operating team member, employee, or, a consultant of the Group but excluding the Excluded Employees
“Employee(s)”	any employee(s) (including without limitation any executive director) of any member of the Group
“Excluded Employee(s)”	any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the H Share Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Delegatee or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee

“General Mandate”	the general mandate granted or to be granted by the Shareholders at general meetings or by way of written resolution(s) (as the case may be) from time to time
“Grant Date”	the date of a Grant Notice, on which the grant of an Award is made to a Selected Employee
“Grant Notice”	a notice sent by the Board or its Delegatee to each Selected Employee in such form as the Board or the Delegatee may from time to time determine, setting out the number of Awarded Shares so granted and the conditions (if any) upon which such Awarded Shares were granted
“Group”	the Company and its subsidiaries from time to time, and the expression member of the Group shall be construed accordingly
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Share Scheme Limit”	the maximum size of the H Share Scheme, being the maximum number of H Shares that will be acquired by the Trustee from time to time, and in any case being not more than 9,972,000 H Shares
“H Share Scheme Rules”	the rules governing the operation of the H Share Scheme as well as the implementation procedure (as amended from time to time)
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“inside information”	has the meaning ascribed thereto under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“PRC”	the People’s Republic of China
“Proposed Change of Registered Address”	the proposed change of the registered address of the Company in the PRC as set out in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Remuneration Committee”	the remuneration committee of the Company
“Selected Employee”	Employee who, in accordance with H Share Scheme Rules, is selected for participation in the H Share Scheme
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	holder(s) of Shares of the Company
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising domestic shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time
“Trust”	the trust constituted by the Trust Deed to service the H Share Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time)
“Trust Fund”	the funds and properties held under the Trust and managed by the Trustee for the benefit of the Selected Employees (other than the Excluded Employees)



“Trustee”	the trustee appointed by the Company for the purpose of the Trust, and initially, Futu Trustee Limited, a company incorporated in Hong Kong and having its registered office at 5/F, Bangkok Bank Building, 14-20 Bonham Strand West, Sheung Wan, Hong Kong
“Vesting Date”	the date or dates, as determined from time to time by the Board or the Delegatee on which the Award (or part thereof) is to vest in the relevant Selected Employee as set out in the relevant Grant Notice
“Vesting Period”	the vesting period(s) of the Awards granted under the H Share Scheme
“%”	percent

By order of the Board  
**Zylox-Tonbridge Medical Technology Co., Ltd.**  
**Dr. Jonathon Zhong Zhao**  
*Chairman and Executive Director*

Hong Kong, August 30, 2021

*As of the date of this announcement, the Board comprises Dr. Jonathon Zhong Zhao, Mr. Yang Xie and Dr. Zheng Li as executive Directors, Mr. Stephen Hui Wang, Dr. Hai Lu and Dr. Steven Dasong Wang as non-executive Directors, and Dr. Jian Ji, Mr. Hongze Liang and Ms. Yun Qiu as independent non-executive Directors.*