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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kangji Medical Holdings Limited, 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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Kangji Medical Holdings Limited
康基医疗控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9997)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kangji Medical Holdings Limited to be held at No. 1668, Chunjiang East Road, Tonglu Economic Development Zone, Hangzhou, Zhejiang Province 311501, the People's Republic of China on May 25, 2022 at 10 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.kangjimedical.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 10 a.m. on May 23, 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

April 28, 2022

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DEFINITIONS

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

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| “Annual General Meeting” | the annual general meeting of the Company to be held at No. 1668, Chunjiang East Road, Tonglu Economic Development Zone, Hangzhou, Zhejiang Province 311501, the People’s Republic of China on May 25, 2022 at 10 a.m., or any adjournment thereof and notice of which is set out on pages 20 to 25 of this circular |
| “Article of Association” | the amended and restated articles of association of the Company |
| “Board” | the board of Directors |
| “Companies Law” | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time |
| “Company” | Kangji Medical Holdings Limited (康基医疗控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on February 12, 2020, and, except where the context otherwise requires, all of its subsidiaries |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “core connected person” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate |

DEFINITIONS

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| “Latest Practicable Date” | April 22, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time |
| “MISIA” | minimally invasive surgical instruments and accessories |
| “PRC” | the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate |
| “RSU(s)” | restricted share unit(s) |
| “RSU Plan” | the restricted share unit plan of the Company as adopted on May 6, 2020 |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the 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 of US\$0.00001 each |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited |
| “Substantial Shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time |
| “%” | per cent |

LETTER FROM THE BOARD



Kangji Medical Holdings Limited
康基医疗控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9997)

Executive Directors:

Mr. ZHONG Ming (*Chairman*)
Ms. SHENTU Yinguang
Ms. Frances Fang CHOVANEC
Mr. YIN Zixin

Non-executive Director:

Ms. CAI Li

Independent Non-executive Directors:

Mr. JIANG Feng
Mr. GUO Jian
Mr. CHENG Weibo

Registered office:

Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Corporate headquarters:

No. 1668 Chunjiang East Road
Tonglu Economic Development Zone
Hangzhou, Zhejiang Province
PRC

Principal place of business

in Hong Kong:

Flat 1007B, 10/F, Harbour Crystal Centre
100 Granville Road, Kowloon
Hong Kong

April 28, 2022

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the declaration of a final dividend.

LETTER FROM THE BOARD

2. ISSUE MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 1,245,176,500 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 5 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 249,035,300 Shares.

The Issue Mandate shall expire upon the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

In addition, subject to a separate approval of the ordinary resolution numbered 7, the number of Shares purchased by the Company under ordinary resolution numbered 6 will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 5 provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

3. REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate shall expire upon the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the Articles of Association, 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 be subject to retirement by rotation at least once every three years. In accordance with article 16.2 of the Articles of Association, any Director so appointed by the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li shall retire at the Annual General Meeting, and, being eligible, offered themselves for re-election at the Annual General Meeting.

Procedure and Process for Nomination of Directors

The nomination committee of the Board (the “**Nomination Committee**”) assesses, selects, and recommends candidates for directors to the Board on criteria such as credibility, success, and experience in the Company’s industry, time available to be invested, benefits of sectors represented by the candidates, and the diversity the candidates will bring to the Board. The recommendations of the Nomination Committee will then be put to the Board for decision.

Recommendation of the Nomination Committee

The Nomination Committee assesses the candidate or incumbent based on criteria set out in the nomination policy adopted by the Company including but not limited to their integrity, achievement and experience, time to devote, and interests of the industry which the candidate is in and the diversity brought to the Board by candidate and other standards. It has evaluated Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li to be suitable candidates with a view to maintaining a sound balance of the Board’s composition. The Nomination Committee is of the view that Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li will bring to the Board perspectives, skills and experience. During their office in the Company, they participated in the Board meetings, the meetings of the committees of the Board, and offer their opinion, enquiry and advice for the Company’s business, operation, future development and strategies. The Nomination Committee believes that the personality, character, professional knowledge, ability and experience of Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li enable them to effectively discharge their duties.

LETTER FROM THE BOARD

Based on the board diversity policy adopted by the Company, each of Mr. ZHONG Ming's, Ms. SHENTU Yinguang's, Mr. YIN Zixin's and Ms. CAI Li's integrity, achievement and experience, time to devote, and interests of the industry which he is in, the Nomination Committee considers that the appointment of each of Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li as Director will contribute to the diversity of the Board.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report of the Company.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. RE-APPOINTMENT OF AUDITOR

The consolidated financial statements of the Group for the year ended December 31, 2021 were audited by Ernst & Young whose term of office will expire upon the Annual General Meeting.

The Board proposes to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

6. PROPOSED INCREASE OF RSU PLAN LIMIT

The Company adopted the RSU Plan pursuant to written resolutions of the then Shareholders passed on May 6, 2020. Under the terms of the RSU Plan, the Company was allowed to grant units of Shares with RSU entitling the grantees to hold a maximum 26,810,000 Shares (the "**RSU Plan Limit**"), representing approximately 2.15% of the number of Shares in issue as at the Latest Practicable Date. The RSU Plan Limit has been fully utilized.

The purpose of the RSU Plan is to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, Directors and consultants and to promote the success of the Company's business by offering these individuals an opportunity to acquire a shareholding interest in the Company or to increase this interest, by issuing them certain RSUs.

LETTER FROM THE BOARD

In order to provide the Company with greater flexibility in granting RSUs to eligible participants under the RSU Plan (i.e. employees, Directors and consultants of the Company and/or any of its subsidiaries as selected by the Board) as incentives for their continuous contribution and loyalty to the Group, an ordinary resolution numbered 8 will be proposed at the Annual General Meeting to seek Shareholders' approval to increase the RSU Plan Limit by 20,000,000 Shares to 46,810,000 Shares (the "New Limit"), representing approximately 3.76% of the number of Shares in issue as at the Latest Practicable Date. The underlying Shares with respect to the additional RSUs under the New Limit can be acquired by Fortune Spring KangJi 1 Limited ("ESOP BVI") on the market or new Shares to be allotted and issued by the Company under its general mandate in force granted by the Shareholders to the Directors to issue Shares. The Company currently plans to have ESOP BVI acquire such Shares on the market at an appropriate time.

The Directors consider that the proposed increase of the RSU Plan Limit is in the interest of the Company and its Shareholders as a whole as it enables the Company to grant further RSUs to the eligible participants.

7. DECLARATION OF A FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK17.23 cents per Share in respect of the year ended December 31, 2021. Conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from May 31, 2022 to June 6, 2022 (both dates inclusive), during which period no transfer of Shares will be registered and the final dividend is expected to be paid on June 28, 2022. Shareholders whose names appear on the Company's register of members on June 6, 2022 will be entitled to the final dividend. The final dividend will be paid in Hong Kong dollars. In order to be eligible for receiving the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on May 30, 2022.

LETTER FROM THE BOARD

8. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 20 to 25 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of the final dividend.

9. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.kangjimedical.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 10 a.m. on May 23, 2022) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

10. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 14 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

11. 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.

12. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of the final dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Kangji Medical Holdings Limited
ZHONG Ming
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, was not interested or deemed to be interest in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed herein, no Directors holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed in this circular, there is no other matter in relation to the re-election of the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. ZHONG Ming (鍾鳴), aged 46, is one of the founders of the Group. He was appointed as a Director on February 12, 2020 and was re-designated as an executive Director on March 7, 2020. Mr. Zhong has also served as the Chairman of the Board and the chief executive officer of our Company. Mr. Zhong is mainly responsible for overall management of the business, strategy and corporate development of the Group.

Mr. Zhong has been working in the Group for more than 15 years. Since he founded the Group together with Ms. Shentu in August 2004, he has held the positions of the general manager and the chairman of the board at Hangzhou Kangji Medical Instrument Ltd. (杭州康基醫療器械有限公司) (“**Hangzhou Kangji**”). Mr. Zhong also serves as an executive director of Hangzhou Kangyin Investment Ltd. (杭州康銀投資管理有限公司) (“**Kangyin Investment**”) since June 2015. Mr. Zhong has served as a vice president at Surgery Medical Equipment Branch of China Association of Medical Equipment (中國醫學裝備協會外科醫學裝備分會) since July 2016; a limited partner at Hangzhou Hiuding Enterprise Management Consulting Partnership (Limited Partnership) (杭州惠鼎企業管理諮詢合夥企業(有限合夥)) since May 2021; and a director at Hangzhou Gongjian Intellectual Property Service Center Co., Ltd. (杭州公健知識產權服務中心有限公司) since November 2021.

Prior to establishing Hangzhou Kangji with Ms. Shentu, Mr. Zhong was primarily engaged in selling and distribution of MISIA produced by other manufacturers. In December 2001, Mr. Zhong established a company called Tonglu Kangpu Medical Device Co., Ltd. (“**Tonglu Kangpu**”, 桐廬康普醫療器械有限公司) in the PRC, the principal business of which was to sell and distribute MISIA. Tonglu Kangpu was held by Mr. Zhong and Mr. Shentu Shaojian (申屠紹建, father of Ms. Shentu) as to 60% and 40%, respectively, and was voluntarily dissolved in November 2004 shortly after establishment of Hangzhou Kangji.

Mr. Zhong received his bachelor’s degree in business administration (part-time) from China University of Geosciences (中國地質大學) in the PRC in January 2006. Mr. Zhong was awarded the Outstanding Hangzhou Entrepreneur (傑出杭商) by World Hangzhou Entrepreneur Convention (世界杭商大會) held by The People’s Government of Hangzhou City (杭州市人民政府) in 2018, and was awarded Outstanding T-Merchants (傑出桐商) by Conference of T-Merchants (桐商大會) held by The People’s Government of Tonglu County (桐廬縣人民政府) in 2016.

Mr. Zhong is the spouse of Ms. Shentu, the executive Director.

Mr. Zhong has entered into a service contract with the Company for his appointment as an executive Director for a term of 3 years commencing from February 12, 2020. He is entitled to an annual emolument of approximately RMB700,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company. As at the Latest Practicable Date, Mr. Zhong was interested in 640,000,000 Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. SHENTU Yinguang (申屠銀光), aged 42, is one of the founders of the Group. She was appointed as an executive Director on March 7, 2020. Ms. Shentu has also served as the vice general manager of our Company. Ms. Shentu is mainly responsible for overall management of the business, strategy and corporate development of the Group.

Ms. Shentu has been working in the Group for more than 15 years. Since the inception of the Group in August 2004, Ms. Shentu has held the positions of the vice general manager and the vice chairman of the board at Hangzhou Kangji. Ms. Shentu also serves as a supervisor of Kangyin Investment since June 2015.

Ms. Shentu received her college degree in accounting (part-time) from China University of Geosciences (中國地質大學) in the PRC in August 2005. Ms. Shentu was awarded the Top Ten Innovation Women in Zhejiang (浙江十大創新女傑) by Zhejiang High-tech Enterprise Association (浙江省高新技術企業協會), Zhejiang Women Entrepreneur Association (浙江省女企業家協會), Zhejiang Scientific and Technological Innovation Entrepreneur Promotion Association (浙江省科技新浙商促進會), Zhejiang Technological and Innovative Enterprise Association (浙江省科技創新企業協會) and Sci-tech and Finance Times (科技金融時報) in 2019, the Tonglu Entrepreneur of the Year (年度桐廬企業家) by The People's Government of Tonglu County (桐廬縣人民政府) in December 2019, and the Outstanding Hangzhou Entrepreneur Award (風雲杭商獎) by Hangzhou Internationalization Innovation Forum (杭州國際化創新論壇) jointly held by Hang Zhou Culture Radio Television Group (杭州文廣集團), Hangzhou Federation of Industry and Commerce (杭州市工商業聯合會), Hangzhou Municipal Bureau of Commerce (杭州市商務局) and several other governmental entities in January 2020. Ms. Shentu has also been a member of Chinese People's Political Consultative Conference of Tonglu County (桐廬縣政協) since January 2007.

Ms. Shentu is the spouse of Mr. Zhong, the executive Director, Chairman of the Board and the chief executive officer of the Company.

Ms. Shentu has entered into a service contract with the Company for her appointment as an executive Director for a term of 3 years commencing from March 7, 2020. She is entitled to an annual emolument of approximately RMB550,000 per annum as determined by the Board with reference to the prevailing market conditions and her responsibility in the Company. As at the Latest Practicable Date, Ms. Shentu was interested in 640,000,000 Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. YIN Zixin (尹自鑫), aged 36, was appointed as an executive Director on April 28, 2022. Mr. Yin was also appointed as our vice general manager and one of our joint company secretaries on March 7, 2020. Mr. Yin joined the Group in September 2016 as a general manager assistant and has acted as the secretary to the board since November 8, 2016 at Hangzhou Kangji. Mr. Yin is mainly responsible for investor relationships, investment and corporate governance matters of the Group.

Before joining the Group, from July 2008 to October 2010, Mr. Yin served as a department manager at Hangzhou Yingce Enterprise Management and Consultation Co., Ltd. (杭州英策企業管理諮詢有限公司), where he was primarily responsible for product and business development. From November 2010 to August 2016, Mr. Yin worked as an investment manager and assistant to the chairman of the board at Wanma United Holding Group Co., Ltd. (萬馬聯合控股集團有限公司), where he was primarily responsible for investment and M&A.

Mr. Yin received his bachelor's degree in economics and management from Zhejiang University of Finance & Economics (浙江財經大學) in the PRC in June 2008.

Mr. Yin has entered into a service contract with the Company for his appointment as an executive Director for a term of 3 years commencing from April 28, 2022. Pursuant to the service contract entered into between Mr. Yin and the Company, Mr. Yin will not receive any director's salary or fee from the Company during his term of office but is entitled to an annual emolument of RMB400,000 and discretionary bonus as determined by the Board upon recommendation from the remuneration committee of the Company with reference to the prevailing market conditions and his managerial position as the vice general manager and a joint company secretary of the Company. As at the Latest Practicable Date, Mr. Yin is interested in the RSUs in respect of 4,125,000 underlying Shares granted to him in accordance with the RSU Plan.

NON-EXECUTIVE DIRECTOR

Ms. CAI Li (蔡俐), aged 38, was appointed as a non-executive Director of our Company on March 13, 2020. Ms. Cai is primarily responsible for participating in decision making of important matters of the Group.

From 2007 through 2008, Ms. Cai worked as a research analyst at Credit Suisse AG (New York), where she was responsible for equity research for large cap of medical supplies and devices companies. From March 2009 to July 2011, Ms. Cai worked as an investment associate at HAO Capital (Haotian Jinsheng Investment Management (Beijing) Limited), focusing on growth stage healthcare investments. Ms. Cai joined TPG Capital, a leading global alternative asset firm, in August 2011 and with her latest position being a managing director where she was responsible for healthcare investments of TPG Capital in greater China region.

From December 2015 to November 2021, Ms. Cai was a director at Zhejiang Choisun Tea Development Co., Ltd. (浙江久晟油茶科技股份有限公司), whose shares were once traded on the NEEQ (stock code: 837518).

Ms. Cai also concurrently holds the following positions outside the Group:

- a supervisor at Shanghai Deyu Deqi Enterprise Management Consulting Co., Ltd. (上海德虞得起企業管理諮詢有限公司) since November 2016;

- a non-executive director at Novotech Health Holdings Pte. Ltd. (諾威健康科技控股有限公司) since May 2021 and a director of member companies of Novotech Health Holdings Pte. Ltd. invested by TPG Capital, including a director at PPC Holding Company since August 2017, PPC Intermediate Holding Company since August 2017, PPC K.K. (Japan) since September 2017, Apluscro Pte. Ltd (Singapore) since August 2017, PPC Korea since August 2017, PPC China Corporation Limited (上海百利佳生醫藥科技有限公司) since November 2017, PPC China Clinical Research Corporation Limited (上海立興佳生醫藥科技有限公司) since February 2018, Jiasheng (Shanghai) Pharmaceutical Consulting Co., Ltd. (佳生(上海)醫藥諮詢有限公司) since September 2017, APLUS Pharmaceutical Consulting (Shanghai) Co., Ltd. (佳永醫藥諮詢(上海)有限公司) since August 2017, Bailixing (Xiamen) Equity Investment Co., Ltd. (百立興(廈門)股權投資有限公司) since August 2017, Acrostar Pharmaservices Corporation (徐州立順康達醫藥科技有限公司) since August 2017, Acrostar Site Management Co., Ltd. (南京立順康達醫藥科技有限公司) since January 2019, Biosuntek Laboratory Co., Ltd. since December 2019, respectively;
- a non-executive director at Zhaoke Ophthalmology Limited since October 2020 whose shares are listed on the Stock Exchange (stock code: 06622);
- a non-executive director at Shanghai Bio-heart Biological Technology Co., Ltd. (上海百心安生物技術股份有限公司) since September 2020; and
- a non-executive director at Dingdang Health Technology Group Ltd. (叮噹健康科技集團有限公司) since May 2021.

Ms. Cai received her bachelor's degree in biomedical engineering and economics from Yale University in the United States of America in May 2007.

Ms. Cai has entered into a letter of appointment with the Company for a term of 3 years commencing from March 13, 2020. She does not receive any remuneration from the Company.

This Appendix is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares was 1,245,176,500 Shares of nominal value of US\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 124,517,650 Shares which represent 10% of the issued Shares as at the date of the Annual General Meeting, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be financed out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or out of the share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either or both the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their respective close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

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

No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares 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 of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZHONG Ming and Ms. SHENTU Yinguang were deemed to be interested in 640,000,000 Shares, representing approximately 51.40% in aggregate number of issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. ZHONG Ming and Ms. SHENTU Yinguang in the Company will be increased to approximately 57.11% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. ZHONG Ming and Ms. SHENTU Yinguang to make a mandatory offer. 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 issued Shares 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.

SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months immediately preceding the Latest Practicable Date, the Company purchased 5,331,000 Shares at an aggregate purchase price before expenses of HK\$45,363,665.2 on the Stock Exchange. Details of the purchase of such Shares were as follows:

| Date of purchase | Number of Shares purchased | Purchase price per Share | | Aggregate purchase price (HK\$) |
|-------------------|----------------------------|--------------------------|---------------|---------------------------------|
| | | Highest (HK\$) | Lowest (HK\$) | |
| October 27, 2021 | 400,000 | 8.81 | 8.62 | 3,478,240 |
| October 29, 2021 | 400,000 | 8.94 | 8.58 | 3,521,280 |
| November 4, 2021 | 300,000 | 8.7 | 8.42 | 2,569,980 |
| November 8, 2021 | 350,000 | 8.24 | 8.02 | 2,842,490 |
| November 9, 2021 | 350,000 | 8.39 | 8.12 | 2,894,010 |
| November 10, 2021 | 350,000 | 8.55 | 8.17 | 2,944,585 |
| November 11, 2021 | 350,000 | 8.67 | 8.5 | 3,002,230 |
| November 12, 2021 | 350,000 | 8.8 | 8.73 | 3,066,805 |
| November 15, 2021 | 331,000 | 8.85 | 8.66 | 2,887,710.2 |
| November 16, 2021 | 350,000 | 8.97 | 8.7 | 3,113,880 |
| November 17, 2021 | 350,000 | 9.08 | 8.91 | 3,145,660 |
| November 18, 2021 | 400,000 | 9 | 8.67 | 3,543,640 |
| November 19, 2021 | 350,000 | 8.96 | 8.72 | 3,104,185 |
| December 6, 2021 | 400,000 | 7.5 | 7.3 | 2,948,600 |
| December 15, 2021 | 300,000 | 7.81 | 7.48 | 2,300,370 |
| Total | 5,331,000 | | | 45,363,665.2 |

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding to the Latest Practicable Date were as follows:

| Month | Highest prices <i>HK\$</i> | Lowest prices <i>HK\$</i> |
|---|---|--|
| 2021 | | |
| April | 13.780 | 9.240 |
| May | 14.280 | 11.040 |
| June | 14.420 | 11.500 |
| July | 14.100 | 9.410 |
| August | 11.980 | 9.260 |
| September | 11.840 | 10.000 |
| October | 10.280 | 8.380 |
| November | 9.850 | 8.000 |
| December | 8.760 | 7.200 |
| 2022 | | |
| January | 8.920 | 7.640 |
| February | 9.150 | 7.510 |
| March | 8.080 | 5.980 |
| April (up to the latest practicable date) | 7.950 | 6.880 |

NOTICE OF ANNUAL GENERAL MEETING



Kangji Medical Holdings Limited

康基医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9997)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Kangji Medical Holdings Limited (the “**Company**”) will be held at No. 1668, Chunjiang East Road, Tonglu Economic Development Zone, Hangzhou, Zhejiang Province 311501, the People’s Republic of China on May 25, 2022 at 10 a.m. or at any adjournment thereof for the following purposes:

1. To receive and consider the audited financial statements and the reports of directors and of the auditor of the Company for the year ended December 31, 2021.
2. To declare a final dividend of HK17.23 cents per share of the Company for the year ended December 31, 2021.
3.
 - (A) To re-elect Mr. ZHONG Ming as an executive director of the Company.
 - (B) To re-elect Ms. SHENTU Yinguang as an executive director of the Company.
 - (C) To re-elect Mr. YIN Zixin as an executive director of the Company.
 - (D) To re-elect Ms. CAI Li as a non-executive director of the Company.
 - (E) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to determine the remuneration of the auditor of the Company.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolution that:
- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(4) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares, shall not exceed the aggregate of:

- (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
- (b) (if the Board is so authorised by resolution numbered 7) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 6 (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 6),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (b) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (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 requirements 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 jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
6. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolution that:
- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

7. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolution that: conditional upon the resolutions numbered 5 and 6 set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5 set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.
8. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution that: the existing limit in respect of the number of underlying shares of the Company to be granted under the restricted share unit plan (the “**RSU Plan**”) be and is hereby increased by 20,000,000 shares to 46,810,000 shares (the “**New Limit**”), and that the directors of the Company be and are hereby authorized to grant restricted share unit(s) (the “**RSU(s)**”) under the RSU Plan up to the New Limit and to exercise all powers of the Company to deal with the underlying shares of the Company pursuant to the grant and vesting of the RSUs.

By order of the Board
Kangji Medical Holdings Limited
ZHONG Ming
Chairman

Hong Kong, April 28, 2022

As at the date of this notice, the Board comprises Mr. ZHONG Ming, Ms. SHENTU Yinguang, Ms. Frances Fang CHOVANEC and Mr. YIN Zixin as executive Directors; Ms. CAI Li as non-executive Director; and Mr. JIANG Feng, Mr. GUO Jian and Mr. CHEN Weibo as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 7 will be proposed to the shareholders for approval provided that resolutions numbered 5 and 6 are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 10 a.m. on May 23, 2022) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from May 20, 2022 to May 25, 2022, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on May 19, 2022.
- (v) The register of members of the Company will be closed from May 31, 2022 to June 6, 2022, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on May 30, 2022.
- (vi) With reference to ordinary resolution numbered 3 above, Mr. ZHONG Ming, Ms. SHENTU Yinguang, Mr. YIN Zixin and Ms. CAI Li shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix I to the circular dated April 28, 2022.
- (vii) In respect of the resolutions numbered 5, 6 and 7 above, the directors of the Company wish to state that they have no immediate plans to repurchase any shares or issue any new securities pursuant to the relevant mandate.
- (viii) In respect of resolution numbered 6 above, 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 and 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 II to the circular dated April 28, 2022.