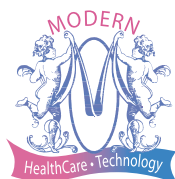


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MODERN HEALTHCARE TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 919)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Modern Healthcare Technology Holdings Limited (“**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 13.51(1) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend (“**Proposed Amendments**”) the memorandum and articles of association (“**Memorandum and Articles of Association**”) of the Company to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt an amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The major areas of the Proposed Amendments are set out below:

1. to allow all general meetings (including, *inter alia*, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting, or as a virtual meeting or a combination of both;
2. to include the definitions of “Communication Facilities”, “Persons”, “Present” and “Virtual Meeting” to align the relevant provisions in the New Memorandum and Articles of Association with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant articles;
3. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Act**”);
4. to add the definition of “business day”, “black rainstorm warning”, “gale warnings”, “published on the Exchange’s website”, “rights issue” and “competent regulatory authority” and making any corresponding changes to the relevant references;

5. to delete the definition of “associate” and add the definition of “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested);
6. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
7. to provide that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares in any year may be extended with the approval of the shareholders of the Company (“**Shareholders**”) by ordinary resolution in that year provided that such period shall not be extended beyond sixty days (or such other period as may be prescribed under applicable law) in any year;
8. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
9. to clarify that an annual general meeting of the Company must be called by notice of not less than twenty-one days, while any extraordinary general meeting may be called by notice of not less than fourteen clear days;
10. to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held as a physical meeting, or as a virtual meeting;
11. to provide that the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting;
12. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
13. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
14. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules;

15. to update the provision governing any loan, guarantee or security to be provided by the Company to a Director or his close associates in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), following the modification of the definition of “associate” to “close associate”;
16. to provide that if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical board meeting rather than a written resolution;
17. to clarify that the appointment of the auditor of the Company shall be by way of an ordinary resolution;
18. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;
19. to clarify that the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
20. to provide that subject to the Act, the Company may by special resolution resolve that the Company be wound up voluntarily;
21. to add the definition of “financial year” and provide that the financial year of the Company shall end on 31 March in each year, unless otherwise determined by the Directors from time to time; and
22. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”), and will become effective upon the approval by the Shareholders by way of a special resolution at the AGM.

A circular of the AGM containing, among other matters, details of the AGM and particulars relating to the Proposed Amendments and the New Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders in due course.

For and on behalf of the Board
Modern Healthcare Technology Holdings Limited
Tsang Yue, Joyce
Chairperson of the Board

Hong Kong, 21 July 2022

As at the date of this announcement, the executive directors of the Company are Dr. Tsang Yue, Joyce, Mr. Yip Kai Wing, and Ms. Yeung See Man; and the independent non-executive directors are Ms. Liu Mei Ling, Rhoda, Dr. Wong Man Hin, Raymond and Mr. Hong Po Kui, Martin.