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

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

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**GENERTEC UNIVERSAL MEDICAL GROUP
COMPANY LIMITED
通用環球醫療集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND ISSUE NEW SHARES;
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Genertec Universal Medical Group Company Limited to be held at 9/F, The Center, NO. 99 Queen's Road Central, Hong Kong on Wednesday, 7 June 2023 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions stated thereon and return it to the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.umcare.cn), respectively.

25 April 2023

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Granting of General Mandates to Buy Back Shares and Issue New Shares	5
4. Proposed Declaration and Payment of Final Dividend and Closure of Register	6
5. Proposed Amendments to the Articles of Association	6
6. Annual General Meeting and Proxy Arrangement	7
7. Recommendation	7
 Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	
	9
 Appendix II – Explanatory Statement on the Share Buy-back Mandate	
	17
 Appendix III – Amendments to the Articles of Association	
	20
 Notice of Annual General Meeting	
	28

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 9/F, The Center, NO. 99 Queen’s Road Central, Hong Kong on Wednesday, 7 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 32 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Genertec Universal Medical Group Company Limited (通用環球醫療集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“core connected persons”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GT-PRC”	China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司), a state-owned enterprise and the controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 28 to 32 of this circular
“Latest Practicable Date”	17 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Risk Control Committee”	the risk control committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on page 28 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time)

LETTER FROM THE BOARD



**GENERTEC UNIVERSAL MEDICAL GROUP
COMPANY LIMITED**
通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

Executive Directors:

Ms. Peng Jiahong (彭佳虹女士) (*Chairwoman*)
Mr. Wang Wenbing (王文兵先生) (*Chief Executive Officer*)
Mr. Yu Gang (俞綱先生)

Non-executive Directors:

Mr. Chan Kai Kong (陳啟剛先生) (*Vice-chairman*)
Mr. Tong Chaoyin (童朝銀先生)
Mr. Xu Ming (徐明先生)
Mr. Zhu Ziyang (朱梓陽先生)

Independent Non-executive Directors:

Mr. Li Yinquan (李引泉先生)
Mr. Chow Siu Lui (鄒小磊先生)
Mr. Xu Zhiming (許志明先生)
Mr. Chan, Hiu Fung Nicholas (陳曉峰先生)

Registered Office:

Room 702, Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

*Head Office and Principal Place of
Business in China:*

4th, 5th and 13th Floor
West Wing of Hademen Plaza
8-1 Chongwenmenwai Street
Dongcheng District
Beijing, China

25 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND ISSUE NEW SHARES;
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 7 June 2023.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Chan Kai Kong, Mr. Tong Chaoyin, Mr. Xu Ming, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

Nomination policy and process for the independent non-executive Directors

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the re-appointment of Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas as the independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board's diversity from a number of aspects, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including qualifications, skills, knowledge, experience and diversity of perspectives as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Chow Siu Lui has extensive working experience in fund raising, accounting and financing. During his years of service with the Company, Mr. Chow has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Chow possesses the basic knowledge of operations of listed companies, has the relevant working experience in accounting and financing and other experience necessary for serving as an independent non-executive Director.

Mr. Xu Zhiming has extensive experience in corporate governance. During his service with the Company, he has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Xu possesses the basic knowledge of operations of listed companies, has the relevant working experience in corporate governance and other experience necessary for serving as an independent non-executive Director.

Mr. Chan, Hiu Fung Nicholas is currently a practising solicitor in Hong Kong and has over 20 years of experience in the legal practice. Mr. Chan also has ample listed company board experience having served as an independent non-executive director. During his service with the Company, he has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee and the Board consider that Mr. Chan possesses the basic knowledge of operations of listed companies, has the relevant working experience in corporate governance and other experience necessary for serving as an independent non-executive Director.

LETTER FROM THE BOARD

The election of Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas as independent non-executive Directors will continue to further replenish the valuable knowledge of the Board in management, capital market, accounting, financing and medical industry. The Nomination Committee and the Board also consider that each of Mr. Chow, Mr. Xu and Mr. Chan is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. Moreover, the Board is not aware of any circumstances that would affect the independence of Mr. Chow, Mr. Xu and Mr. Chan. The Nomination Committee and the Board consider that each of Mr. Chow, Mr. Xu and Mr. Chan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. As such, the Nomination Committee proposed the re-appointment of Mr. Chow, Mr. Xu and Mr. Chan to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting. The Board believes their re-election is in the best interests of the Company and its Shareholders as a whole and therefore they should be re-elected.

3. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 7 June 2022, the general mandates granted to the Directors to buy back Shares and issue Shares, respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 28 to 32 of the circular (i.e. a total of 189,153,966 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting);
- (b) the granting of the Issue Mandate to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 28 to 32 (i.e. a total of 378,307,932 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting); and
- (c) the extension of the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

The Share Buy-back Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in general meeting held prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

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

4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER

The Board recommends the payment of a final dividend of HK\$0.34 per Share for the year ended 31 December 2022 to Shareholders whose names appear on the register of members of the Company on Thursday, 15 June 2023. The proposed final dividend will be paid on Tuesday, 27 June 2023, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

- (i) from Thursday, 1 June 2023 to Wednesday, 7 June 2023, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, 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 Wednesday, 31 May 2023; and
- (ii) from Tuesday, 13 June 2023 to Thursday, 15 June 2023, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, 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 Monday, 12 June 2023.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the amendments to the Listing Rules published by the Stock Exchange in November 2021, introducing one common set of core shareholder protection standards that will apply to all issuers to provide the same level of protection to all investors. Pursuant to Appendix 3 (Core Shareholder Protection Standards) to the Listing Rules, the Company, as an existing issuer listed on the Stock Exchange as at 31 December 2021, is required to make necessary changes to the Articles of Association by the Company's second annual general meeting following 1 January 2022.

To comply with the above requirements, a special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Articles of Association as set forth in Appendix III to this circular (the "**Proposed Amendments**") and the adoption of the amended and restated Articles of Association incorporating the Proposed Amendments.

LETTER FROM THE BOARD

The adoption of the amended and restated Articles of Association will take effect upon Shareholders' approval of the Proposed Amendments. Prior to that, the Articles of Association currently in force shall apply. The relevant details of the Proposed Amendments are set forth in Appendix III to this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 28 to 32 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.umcare.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company not later than 10:00 a.m. on Monday, 5 June 2023. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

If Shareholders have any questions relating to the Annual General Meeting, please contact the Company's registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Email: unimedical.com@computershare.com.hk

7. RECOMMENDATION

The Board considers that (a) the proposed re-election of retiring directors, (b) the proposed granting of the Share Buy-back Mandate and the Issue Mandate, (c) the proposed declaration and payment of a final dividend for the year ended 31 December 2022, and (d) the proposed amendments to the

LETTER FROM THE BOARD

Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Genertec Universal Medical Group Company Limited

通用環球醫療集團有限公司

Peng Jiahong

Chairwoman of the Board

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

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

(1) MR. CHAN KAI KONG – NON-EXECUTIVE DIRECTOR, VICE-CHAIRMAN OF THE BOARD

Mr. Chan Kai Kong (陳啟剛先生), aged 53, was appointed as the vice-chairman of the Board, non-executive Director, and a member of each of the Remuneration Committee and the Strategy Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Chan Kai Kong has extensive experience in financing and investment. Mr. Chan has been a non-executive director of Frontier Services Group Limited (先豐服務集團有限公司), the shares of which are listed on the Stock Exchange (stock code: 0500), since February 2021. Mr. Chan joined CITIC Capital Holdings Limited (中信資本控股有限公司) in 2005, and he is the chief financial officer and a senior managing director. He is also an investment committee member of various funds of Trustar Capital, the private equity business of CITIC Capital Holdings Limited. Mr. Chan was a vice president of the direct investment department at Government of Singapore Investment Corporation (新加坡政府投資公司) from 2001 to 2005 and an investment professional at International Finance Corporation (國際金融公司) from 1997 to 2000. He previously worked for Deloitte and had corporate finance experience with both listed companies and merchant bank.

Mr. Chan obtained a master's degree in finance in 1997 from the London Business School (倫敦商學院) and a bachelor's degree in business administration in 1991 from The Chinese University of Hong Kong (香港中文大學).

Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan was interest in 30,000 Shares pursuant to Part XV of the SFO, representing 0.002% of the total number of Shares in issue.

Mr. Chan has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting. Mr. Chan, pursuant to the appointment letter, is not entitled to any remuneration during his term of services. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

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

(2) MR. TONG CHAOYIN – NON-EXECUTIVE DIRECTOR

Mr. Tong Chaoyin (童朝銀先生), aged 58, was appointed as a non-executive Director and a member of the Audit Committee on 14 May 2021 and was appointed as a member of the Risk Control Committee on 13 September 2021. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Tong has extensive experience in corporate governance. Mr. Tong has served as a director of China Meheco Group Co., Ltd. (中國醫藥健康產業股份有限公司) (whose shares are listed on the Shanghai Stock Exchange (stock code: 600056)) since May 2021. He has been a director of GT-PRC Healthcare Company Limited, a subsidiary of GT-PRC, since August 2021. He served as a general manager assistant and the board secretary of GT-PRC from February 2010 to August 2019 and December 2018 to March 2021, respectively. From October 2005 to December 2018, Mr. Tong served in several positions in China Xinxing Group Co., Ltd. (中國新興集團有限責任公司, previously known as China Xinxing Corporation (Group) (中國新興(集團)總公司), a wholly-owned subsidiary of GT-PRC), including general manager, secretary of the Party Committee (黨委書記) and chairman of the company. From December 2001 to October 2005, Mr. Tong served as the general manager of China Xinxing Asset Management Company (中國新興資產管理公司, currently known as China Xinxing Asset Management Co., Ltd. (中國新興資產管理有限責任公司), a subsidiary of China Xinxing Group Co., Ltd.). From July 1989 to December 2001, Mr. Tong served in several positions in China Xinxing Group Co., Ltd., including vice president of the Legal and Audit Department (法律審計部副部長) and head of the Legal Consulting Department (法律顧問處處長).

Mr. Tong graduated from Nankai University (南開大學) in July 1986 with a bachelor's degree in law, and graduated from China University of Political Science and Law (中國政法大學) in July 1989 with a master's degree in law. He obtained the certificate of senior economist granted by China Xinxing Group Co., Ltd. in October 1996, and was qualified as Level-One In-house Legal Counsel (企業一級法律顧問) by GT-PRC in September 2010.

Save as disclosed above, Mr. Tong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Tong did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Tong entered into an appointment letter with the Company commencing from 14 May 2021 until the conclusion of the next annual general meeting of the Company following his appointment, and shall then be eligible for re-election at that general meeting. Pursuant to the Shareholders' approval at the Company's 2021 annual general meeting on 8 June 2021, such service contract was extended and he shall hold office until the commencement of third annual general meeting of the Company following the extension. Mr. Tong, pursuant to the appointment letter, is not entitled to any

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

remuneration during his term of services. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(3) MR. XU MING – NON-EXECUTIVE DIRECTOR

Mr. Xu Ming (徐明先生), aged 58, was appointed as a non-executive Director and a member of each of the Remuneration Committee and the Nomination Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Xu has extensive experience in corporate governance. Mr. Xu has been the general manager of Genertec Hong Kong International Capital Limited (通用技術集團香港國際資本有限公司), a wholly-owned subsidiary of the Company's controlling shareholder, GT-PRC, since September 2018. From August 2008 to February 2020, Mr. Xu served as a director of China Meheco Group Co., Ltd. (中國醫藥健康產業股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600056). From July 1998 to September 2018, Mr. Xu successively served as a department manager, a vice general manager and the general manager of the financial management department of GT-PRC.

Mr. Xu received a master degree in business administration (part-time) from Tsinghua University (清華大學) in January 2013 and a bachelor's degree in accounting from Beijing Institute of Business (北京商學院) in June 1988. Mr. Xu was qualified as a senior accountant (高級會計師) in August 2002 by Appraisal and Approval Committee for Professional & Technical Qualification of GT-PRC (通用技術集團專業技術資格評審委員會).

Save as disclosed above, Mr. Xu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Xu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Xu has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting. Mr. Xu, pursuant to the appointment letter, is not entitled to any remuneration during his term of services. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(4) MR. CHOW SIU LUI – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chow Siu Lui (鄒小磊先生), aged 62, was appointed as an independent non-executive Director with effect from 9 June 2015. He is also the chairman of the Remuneration Committee and a member of each of the Nomination Committee and the Audit Committee. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Chow has a wealth of experience in fund raising and initial public offering activities in Hong Kong and in accounting and financial areas. From 2012 to April 2023, he served as the partner of VMS Investment Group (HK) Ltd. responsible for providing advice on issues regarding fund raising, pre-IPO group restructuring and due diligence exercises for investment projects. Prior to that, Mr. Chow was in service with KPMG Hong Kong for about 28 years and was admitted as one of its partners in 1995. He was then mainly responsible for initial public offering advisory services and assisting in fund raising activities in local and overseas stock exchanges.

Mr. Chow is now an independent non-executive director of Futong Technology Development Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 465)), China Everbright Greentech Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1257)), China Tobacco International (HK) Company Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6055)), AGTech Holdings Limited (whose shares are listed on the GEM of the Stock Exchange (stock code: 8279)) and Global Cord Blood Corporation (formerly known as China Cord Blood Corporation) (whose shares are listed on the NASDAQ Stock Market (stock code: CO)), respectively. Mr. Chow is now a non-executive director of Renrui Human Resources Technology Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6919)). Mr. Chow acted as an independent non-executive director of Sinco Pharmaceuticals Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 6833)) from September 2015 to November 2018, Fullshare Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 607)) from December 2013 to December 2021 and Shanghai Dazhong Public Utilities (Group) Co., Ltd. (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1635)) from April 2016 to May 2022.

Mr. Chow was awarded a Professional Diploma in Accountancy from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic), Hong Kong in November 1983. By profession, he became a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in July 1991, The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators or ICSA) and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries or HKICS) both in October 2009, and The Hong Kong Institute of Certified Public Accountants in December 1993.

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

Save as disclosed above, Mr. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chow did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Chow has entered into an appointment letter with the Company for a term of three years commencing from 9 June 2021 unless terminated by either party giving not less than three months' notice in writing. Mr. Chow, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(5) MR. XU ZHIMING – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Xu Zhiming (許志明先生), aged 61, was appointed as an independent non-executive Director and a member of the Remuneration Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Xu has extensive experience in corporate governance. Mr. Xu currently serves as a director of each of Donlink Group Co., Ltd. (東凌集團有限公司), Guangzhou Donlink Industrial Investment Group Co., Ltd. (廣州東凌實業投資集團有限公司), Beijing Lianhang Hezhong Media Technology Co., Ltd. (北京聯航合眾傳媒科技有限公司) and Beijing Baoxuan Culture Media Co., Ltd. (北京寶軒文化傳媒有限公司), and is a founding partner of China Broadband Capital (寬帶資本). From August 1999 to December 2001, Mr. Xu successively served as an executive director of China Resources Enterprise, Limited (華潤創業有限公司), an executive director of China Resources (Beijing) Land Limited (華潤北京置地有限公司), the managing director and chief operating officer of China Resources Logic Limited (華潤勵致有限公司). From January 2002 to May 2005, Mr. Xu successively served as a senior consultant of TOM Group Ltd. (TOM集團有限公司), and an executive director and chief operating officer of TOM Online Inc. (TOM在線有限公司). From July 2016 to November 2022, Mr. Xu was an independent non-executive director of 東方證券股份有限公司, the shares of which are listed on the Stock Exchange (stock code: 3958) and the Shanghai Stock Exchange (stock code: 600958). From November 2021 to September 2022, Mr. Xu was an independent non-executive director of each of Tianjin Capital Environmental Protection Group Company Limited (天津創業環保集團股份有限公司), the shares of which are listed on the Stock Exchange (stock code: 1065) and the Shanghai Stock Exchange (stock code: 600874).

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

Mr. Xu received a doctoral degree in economics from University of Manchester in the United Kingdom (英國曼徹斯特大學) in February 1993, a master's degree in industrial economy from Chinese Academy of Social Science (中國社會科學院) in July 1986 and a bachelor's degree in astrophysics from Peking University (北京大學) in July 1983.

Save as disclosed above, Mr. Xu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Xu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Xu has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting unless terminated by either party by giving not less than three months' notice in writing. Mr. Xu, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(6) MR. CHAN, HIU FUNG NICHOLAS MH, JP- INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan, Hiu Fung Nicholas (陳曉峰先生), aged 49, was appointed as an independent non-executive Director and a member of the Nomination Committee on 22 June 2022. He is primarily responsible for providing advice on matters requiring Directors' discussion and/or approval and participating in meetings of the Board.

Mr. Chan is currently a practising solicitor in Hong Kong and has over 20 years of experience in the legal practice. Mr. Chan has been working at Squire Patton Boggs (翰宇國際律師事務所) since April 1999 and has been a partner of it since September 2005. Prior to that, he served as an associate at Deacons (香港的近律師事務所). Mr. Chan has ample listed company board experience, having served as (i) an independent non-executive director of China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a company listed on the Stock Exchange (stock code: 0144), since December 2022, (ii) an independent non-executive director of Million Cities Holdings Limited (萬城控股有限公司), a company listed on the Stock Exchange (stock code: 2892), since December 2021, (iii) an independent non-executive director of Pangeaea Connectivity Technology Limited (環聯連訊科技有限公司), a company listed on the Stock Exchange (stock code: 1473), since January 2021, (iv) an independent non-executive director of Q P Group Holdings Limited (雋思集團控股有限

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

公司), a company listed on the Stock Exchange (stock code: 1412), since December 2019, and (v) an independent non-executive director of Sa Sa International Holdings Limited (莎莎國際控股有限公司), a company listed on the Stock Exchange (stock code: 0178), since September 2019.

Mr. Chan graduated from the University of Melbourne, Australia (澳大利亞墨爾本大學), in March 1997 with a degree of bachelor of laws and a degree of bachelor of science. Mr. Chan was admitted as a solicitor in Hong Kong in May 1999. He was also admitted as a solicitor of Australia Capital Territory, the State of Victoria in Australia and England and Wales in June 1997, October 2000 and October 2007, respectively. He was appointed as a China-Appointed Attesting Officer (中國委託公證人) by Ministry of Justice of the People's Republic of China (中華人民共和國司法部).

Mr. Chan has been appointed to serve as the director to lead the operations of AALCO Hong Kong Regional Arbitration Centre since May 2022. The centre was established by agreement between the Central People's Government of the PRC and the Asian-African Legal Consultative Organization, an intergovernmental organization established in 1956 and now with 47 member countries.

Mr. Chan was appointed as a member of the Committee on Innovation, Technology and Industry Development of the Government of the Hong Kong Special Administrative Region on 3 March 2023 for a term of two years. He was also appointed as a member of the Communications Authority, an independent statutory body established under the Communications Authority Ordinance (Cap. 616), on 17 March 2023, and the tenure of the appointment will be two years with effect from 1 April 2023. Mr. Chan was appointed for a three-year term to serve as a council member of The Chinese University of Hong Kong from June 2022. Mr. Chan served as a council member of The Hong Kong University of Science and Technology (香港科技大學) from April 2016 to March 2022. Mr. Chan has been appointed as a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital (青山醫院及小欖醫院管治委員會) since April 2019. He served as chairman of eBRAM International Online Dispute Resolution Centre Limited (一邦國際網上仲調中心), an independent and not-for-profit organisation under Hong Kong law as a company limited by guarantee. Mr. Chan was appointed as a Hong Kong Deputy to the 13th National People's Congress of the PRC in 2019 and was elected as the Hong Kong Deputy to the 14th National People's Congress in 2023. He was awarded the Medal of Honour from the Government of the HKSAR (香港特別行政區政府榮譽勳章) in July 2016 and has also been appointed as a Justice of the Peace (太平紳士) by the Government of the HKSAR in July 2021.

Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Chan has entered into an appointment letter with the Company commencing from 22 June 2022 until the conclusion of the Annual General Meeting unless terminated by either party giving not less than three months' notice in writing. Mr. Chan, pursuant to the appointment letter, is entitled to a

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

director's remuneration of HK\$400,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,891,539,661 Shares. Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,891,539,661 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 189,153,966 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

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

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for Shares buy-back in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2022		
April	5.34	4.79
May	5.07	4.76
June	5.17	4.51
July	4.97	4.56
August	4.90	4.33
September	4.59	3.92
October	4.15	3.22
November	4.28	3.28
December	4.83	4.13
2023		
January	5.01	4.64
February	4.92	4.42
March	4.96	4.50
April (<i>up to the Latest Practicable Date</i>)	5.03	4.70

6. GENERAL

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

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

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

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or

a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, GT-PRC was interested in 672,186,395 Shares representing approximately 38.89% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Share Buy-back Mandate in full, the shareholding interests of GT-PRC would be increased to approximately 39.48% of the issued share capital of the Company.

The Directors consider that such increase in shareholding interests would give rise to an obligation on GT-PRC to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the issued share capital in the public to less than 25%, the prescribed minimum percentage required by the Stock Exchange. The Directors do not have any present intention to exercise the proposed Share Buy-back Mandate to such an extent as would give rise to such obligation.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise).

Particulars of the proposed amendments to the Articles of Association are set out as follows:

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>ARTICLES OF ASSOCIATION OF GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司 <i>(Incorporated in Hong Kong with limited liability)</i> Incorporated on 19 April 2012 (As amended by special resolution passed on 5 June 2018 and effective on 9 July 2018)</p>	<p>ARTICLES OF ASSOCIATION OF GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司 <i>(Incorporated in Hong Kong with limited liability)</i> Incorporated on 19 April 2012 (As amended by special resolution passed on 5 <u>June 2018 7 June 2023</u> and effective on 9 July 2018 <u>7 June 2023</u>)</p>
<p>THE COMPANIES ORDINANCE (CHAPTER 622) Public Company Limited by Shares ARTICLES OF ASSOCIATION (As amended by special resolution passed on 5 June 2018 and effective on 9 July 2018)</p>	<p>THE COMPANIES ORDINANCE (CHAPTER 622) Public Company Limited by Shares ARTICLES OF ASSOCIATION (As amended by special resolution passed on 5 <u>June 2018 7 June 2023</u> and effective on 9 July 2018 <u>7 June 2023</u>)</p>
<p>INTERPRETATION</p> <p>.....</p> <p>“secretary” the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;</p> <p>“share” a share in the capital of the Company;</p>	<p>INTERPRETATION</p> <p>.....</p> <p>“secretary” the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;</p> <p>“share” a share in the capital of the Company;</p> <p>“special resolution” <u>has the meaning ascribed to it in section 564 of the Companies Ordinance;</u></p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>GENERAL MEETINGS</p> <p>Annual general meeting</p> <p>66. The Company shall, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with the requirements of the Companies Ordinance in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Subject to such requirements, the Directors shall determine the date, time and place at which each annual general meeting shall be held.</p>	<p>GENERAL MEETINGS</p> <p>Annual general meeting</p> <p>66. The Company shall, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with the requirements of the Companies Ordinance in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. <u>The Company shall hold its annual general meeting within six months after the end of its financial year.</u> Subject to such requirements, the Directors shall determine the date, time and place at which each annual general meeting shall be held.</p>
<p>Convening of general meetings</p> <p>68. (a) The Directors may convene a general meeting whenever they think fit.</p> <p>(b) General meetings shall also be convened by the Directors on the requisition of members pursuant to the provisions of the Companies Ordinance.</p> <p>(c) The Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Companies Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two or more members of the Company representing at least 10% of the</p>	<p>Convening of general meetings</p> <p>68. (a) The Directors may convene a general meeting whenever they think fit.</p> <p>(b) General meetings shall also be convened by the Directors on the requisition of members pursuant to the provisions of the Companies Ordinance.</p> <p>(c) The Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Companies Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two or more members of the Company representing at least 10% of the total voting rights of all</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>total voting rights of all members having a right to vote at general meetings, may convene a general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Directors.</p>	<p>members, <u>on a one vote per share basis</u>, having a right to vote at general meetings, may convene a general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Directors.</p>
<p>VOTING</p> <p>Voting by poll</p> <p>77. (a) Subject to the rules prescribed by the Stock Exchange from time to time, any vote of shareholders at a general meeting shall be taken by 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. For the purposes of these Articles, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.</p> <p>(b) A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>	<p>VOTING</p> <p>Voting by poll</p> <p>77. (a) <u>Members of the Company must have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>(a)(b) Subject to the rules prescribed by the Stock Exchange from time to time, any vote of shareholders at a general meeting shall be taken by 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. For the purposes of these Articles, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
	<p>reasonable opportunity to express their views.</p> <p>(b)(c) A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>
CORPORATIONS ACTING BY REPRESENTATIVES	CORPORATIONS ACTING BY REPRESENTATIVES
Authorisation of representative	Authorisation of representative
<p>95. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company. References in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.</p>	<p>95. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same powers <u>(including the right to attend and vote at the general meeting)</u> on behalf of the corporation as the corporation could exercise if it were an individual member of the Company. References in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative. <u>A corporation may execute a form of proxy under the hand of a duly authorised officer.</u></p>
Authorisation by Clearing House	Authorisation by Clearing House
<p>96. Without prejudice to the generality of Article 95 if a Clearing House (or its nominee) is a member of the Company, it</p>	<p>96. Without prejudice to the generality of Article 95 if a Clearing House (or its nominee) is a member of the Company, it</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>(or, as the case may be, its nominee) may authorise such person or persons as it thinks fit to act as its proxy or proxies or its representative or representatives at any meeting of the Company or at any meeting of any class of member of the Company provided that, if more than one person is so authorised, the instrument of proxy or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provisions of this Article will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised and shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if such person were an individual member of the Company, and where a show of hands is allowed, each such person shall be entitled to a separate vote notwithstanding any contrary provision as provided in Article 83.</p>	<p>(or, as the case may be, its nominee) may authorise such person or persons as it thinks fit to act as its proxy or proxies or its representative or representatives at any meeting of the Company or at any meeting of any class of member of the Company provided that, if more than one person is so authorised, the instrument of proxy or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provisions of this Article will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised and shall be entitled to exercise the same powers <u>(including the right to attend and vote at the general meeting)</u> on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if such person were an individual member of the Company, and where a show of hands is allowed, each such person shall be entitled to a separate vote notwithstanding any contrary provision as provided in Article 83.</p>
<p>APPOINTMENT AND RETIREMENT OF DIRECTORS</p> <p>Appointment of Directors</p> <p>119. (a) The Company may by ordinary resolution elect any person to be a Director.</p> <p>(b) Subject to any express terms to the contrary in the relevant resolution for appointing any Director under this Article, any Director so elected by the Company shall be elected for a</p>	<p>APPOINTMENT AND RETIREMENT OF DIRECTORS</p> <p>Appointment of Directors</p> <p>119. (a) The Company may by ordinary resolution elect any person to be a Director.</p> <p>(b) Subject to any express terms to the contrary in the relevant resolution for appointing any Director under this Article, any Director so elected by the Company shall be elected for a</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>term of not more than approximately three years expiring at the conclusion of the annual general meeting of the Company held in the third year following the year of his appointment.</p> <p>(c) Without prejudice to the power of the Company in general meeting in accordance with any of the provisions of these Articles to appoint any person to be a Director, the Board may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for reappointment.</p>	<p>term of not more than approximately three years expiring at the conclusion of the annual general meeting of the Company held in the third year following the year of his appointment.</p> <p>(c) Without prejudice to the power of the Company in general meeting in accordance with any of the provisions of these Articles to appoint any person to be a Director, the Board may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company, <u>first annual general meeting of the Company after the appointment of this new Director,</u> and shall then be eligible for reappointment.</p>
<p>REMOVAL AND DISQUALIFICATION OF DIRECTORS</p> <p>Removal of Directors</p> <p>121. The Company may, at any general meeting convened and held in accordance with the Companies Ordinance, by ordinary resolution, remove a Director (including a managing Director or executive Director) at any time before the expiration of his period of office (but such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) provided that the notice of such meeting convened for the purpose of removing a Director shall</p>	<p>REMOVAL AND DISQUALIFICATION OF DIRECTORS</p> <p>Removal of Directors</p> <p>121. The Company-members may, at any general meeting convened and held in accordance with the Companies Ordinance, by ordinary resolution, remove a Director (including a managing Director or executive Director) at any time before the expiration of his period <u>term</u> of office (but such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) provided that the notice of such meeting convened for the purpose of removing a</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
<p>contain a statement of the intention so to do and be served on such Director 28 days before the meeting and on the members, at least 14 days before the meeting. At such meeting such Director shall be entitled to be heard on the motion of his removal and, subject to these Articles, the Company may, by ordinary resolution, appoint another person instead of him. A person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or reappointed a Director.</p>	<p>Director shall contain a statement of the intention so to do and be served on such Director 28 days before the meeting and on the members, at least 14 days before the meeting. At such meeting such Director shall be entitled to be heard on the motion of his removal and, subject to these Articles, the Company—members may, by ordinary resolution, appoint another person instead of him. A person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or reappointed a Director.</p>
<p>AUDITORS</p> <p>Appointment of Auditors</p> <p>159. Auditors shall be appointed and removed and their duties regulated in accordance with the Companies Ordinance.</p>	<p>AUDITORS</p> <p>Appointment of Auditors</p> <p>159. Auditors shall be appointed and removed and their duties regulated in accordance with the Companies Ordinance. <u>The appointment, removal and remuneration of Auditors must be approved by a majority of the members of the Company.</u></p>
<p>INFORMATION</p> <p>169. No member (not being a Director) shall have any right to require information in respect of the Company’s trading and other activities or any matter which is or may be in the nature of confidential information or a trade secret or secret process relating to the conduct of the business of the Company, except as conferred by law or authorised by the Directors or by the Company in general meeting or by an order under section 740 of the Companies Ordinance.</p>	<p>INFORMATION</p> <p>169. (a) No member (not being a Director) shall have any right to require information in respect of the Company’s trading and other activities or any matter which is or may be in the nature of confidential information or a trade secret or secret process relating to the conduct of the business of the Company, except as conferred by law or authorised by the Directors or by the Company in general meeting or by an order under section 740 of the Companies Ordinance.</p>

The Articles of Association	
Original Articles of Association	Amended and Restated Articles of Association
	<p>(b) <u>The Company's register of members in Hong Kong shall be open for inspection by members but the Company may be permitted to close the register pursuant to the Companies Ordinance.</u></p>
<p>Powers to distribute in specie</p> <p>171. If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may with the like sanction determine, but no member shall be compelled to accept any assets upon which there is a liability.</p>	<p>Powers to distribute in specie</p> <p>171. (a) If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may with the like sanction determine, but no member shall be compelled to accept any assets upon which there is a liability.</p> <p>(b) <u>The Company may be voluntarily wound up by a special resolution at a general meeting of members.</u></p>
Nil	<p><u>AMENDMENT TO THESE ARTICLES</u></p> <p>181. <u>Subject to the Companies Ordinance, (a) the Company's members may only approve changes to these Articles by special resolution; and (b) an amendment made in accordance with these Article is as valid as if the amendment were originally contained in these Articles.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2666)

Notice is hereby given that the annual general meeting of Genertec Universal Medical Group Company Limited (the “**Company**”) will be held at 9/F, The Center, NO. 99 Queen’s Road Central, Hong Kong on Wednesday, 7 June 2023 at 10:00 a.m. (the “**Annual General Meeting**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.34 per share for the year ended 31 December 2022.
3. To re-elect retiring Directors as follows:
 - (a) To re-elect Mr. Chan Kai Kong as Director;
 - (b) To re-elect Mr. Tong Chaoyin as Director;
 - (c) To re-elect Mr. Xu Ming as Director;
 - (d) To re-elect Mr. Chow Siu Lui as Director;
 - (e) To re-elect Mr. Xu Zhiming as Director; and
 - (f) To re-elect Mr. Chan, Hiu Fung Nicholas as Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as the Auditors and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

NOTICE OF ANNUAL GENERAL MEETING

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares issued and allotted or to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
- (iii) any issue of shares upon exercise of options under a share option scheme of the Company; or
- (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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

“THAT conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided

NOTICE OF ANNUAL GENERAL MEETING

that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the Articles of Association as set forth in Appendix III to the circular be and are hereby approved and the same to take effect upon the Shareholders’ approval;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

For and on behalf of the Board
Genertec Universal Medical Group Company Limited
通用環球醫療集團有限公司
Peng Jiahong
Chairwoman of the Board

Beijing, PRC, 25 April 2023

Notes:

1. All resolutions at the meeting will be taken by 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 pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. On a poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him.

On a show of hands, every member who is present in person or by proxy shall have one vote. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.

3. In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notarially, must be deposited at the Company’s 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 (excluding any part

NOTICE OF ANNUAL GENERAL MEETING

of a day that is a public holiday) before the time appointed for the above meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company's share registrar not later than 10:00 a.m. on Monday, 5 June 2023 (Hong Kong time).

4. Deposit of the form of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 1 June 2023 to Wednesday, 7 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Tuesday, 13 June 2023 to Thursday, 15 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.
7. A circular containing further details concerning items 2, 3, 6, 7 and 8 set out in the above notice will be sent to all members of the Company together with the 2022 Annual Report.

As at the date of this announcement, the executive Directors are Ms. Peng Jiahong (Chairwoman), Mr. Wang Wenbing and Mr. Yu Gang; the non-executive Directors are Mr. Chan Kai Kong (Vice-chairman), Mr. Tong Chaoyin, Mr. Xu Ming and Mr. Zhu Ziyang; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas.

This circular (in both English and Chinese versions) has been posted on the Company's website at www.umcare.cn. Shareholders who have chosen to receive the Company's Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company's website and for any reason have difficulty in gaining access to this circular posted on the Company's website will promptly upon request be sent by post this circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications. Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to unimedical.ecom@computershare.com.hk.

Shareholders who have chosen to receive the Company's corporate communication in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.