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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Zylox-Tonbridge Medical Technology Co., Ltd., you should at once hand this circular to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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

### 歸創通橋醫療科技股份有限公司

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

**(Stock Code: 2190)**

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AND

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

The Company will convene and held the EGM at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on October 19, 2023 at 9:00 a.m., notice of which is set out on pages EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM is enclosed herein, which was also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the EGM by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on October 18, 2023 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

October 3, 2023

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Company”	Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司), a limited liability company incorporated in the PRC on November 6, 2012 and converted into a joint stock limited liability company incorporated in the PRC on March 2, 2021, and the H shares of which are listed on the Stock Exchange (stock code: 2190)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are held by domestic investors and currently not listed or traded in any stock exchange
“EGM”	the extraordinary general meeting of the Company to be convened and held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on October 19, 2023 at 9:00 a.m. for the purpose of considering and, if thought fit, approving the Proposed Amendments
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	September 27, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Amendments”	the proposed amendments to the Articles of Association, full version of which are set out in the Appendix to this circular
“Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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

**歸創通橋醫療科技股份有限公司**

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

**(Stock Code: 2190)**

*Executive Directors:*

Dr. Jonathon Zhong Zhao (*Chairman*)

Mr. Yang Xie

Dr. Zheng Li

*Non-executive Directors:*

Mr. Stephen Hui Wang

Mr. Dongfang Li

Dr. Steven Dasong Wang

*Independent Non-executive Directors:*

Dr. Jian Ji

Mr. Hongze Liang

Ms. Yun Qiu

*Registered office, headquarters and*

*principal place of business in the PRC:*

1st & 2nd Floors, Building 1

No. 18 Keji Avenue

Yuhang Street

Yuhang District

Hangzhou, Zhejiang, China

*Principal place of business in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

October 3, 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated September 27, 2023 in relation to, among other things, the Proposed Amendments.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among others, further information in relation to the Proposed Amendments so as to enable you to make an informed decision as to whether voting in favor of or against such resolution, and a notice convening the EGM.

### THE PROPOSED AMENDMENTS

In order to, among other things, further refine the existing Articles of Association, further amend provisions that do not match with the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (境內企業境外發行證券和上市管理試行辦法) and its accompanying guidelines, and in particular, to update and adjust the mechanism and expressions involving the repurchase of shares, the Board proposed to put forward to the Shareholders for approval at the EGM a special resolution to amend the existing Articles of Association.

The Proposed Amendments are mainly related to the provisions that are no longer applicable under the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (境內企業境外發行證券和上市管理試行辦法) and its accompanying guidelines currently in effect, and other housekeeping amendments.

The full text of the Proposed Amendments, as well as the basis and reasons for each of the Proposed Amendments and the impact of such amendments on shareholder protection, are set out in the Appendix to this circular. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole, and the Proposed Amendments will not compromise protection of the Shareholders and will not have material impact on measures relating to the Shareholders’ protection.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendments will become effective upon approval by the Shareholders at the EGM.

The Articles of Association are prepared and written in Chinese without a formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail. After the Proposed Amendments come into effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

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## LETTER FROM THE BOARD

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### THE EGM

The Company will convene and hold the EGM at 9:00 a.m. on Thursday, October 19, 2023, at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC to consider and, where appropriate, approve the Proposed Amendments. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. The Company will publish an announcement of the poll results in the manner required under Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll.

### CLOSURE OF REGISTER

For the purpose of determining the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from October 16, 2023 to October 19, 2023 (both days inclusive). Shareholders whose names appear on the register of members of the Company on October 19, 2023 are entitled to attend and vote at the EGM. In order to qualify for the entitlement to attend and vote at the EGM, the Shareholders must lodge all transfer forms accompanied by the relevant share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on October 13, 2023. The proxy form for use at the EGM is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to appoint a proxy to attend the EGM, you are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

### RECOMMENDATION

The Directors are of the opinion that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution for approving the Proposed Amendments to be proposed at the EGM.

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## LETTER FROM THE BOARD

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Your attention is drawn to the additional information set out in the Appendix to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully

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

歸創通橋醫療科技股份有限公司

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*



Details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 20</b> The Board of Directors of the Company may implement, through separate offerings, the proposals for the issuance of domestic shares and overseas listed foreign shares as approved by the securities authority of the State Council.</p> <p>The Company may implement separately its proposals for the issuance of domestic shares and overseas listed foreign shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority of the State Council.</p>	<p><del><b>Article 20</b> The Board of Directors of the Company may implement, through separate offerings, the proposals for the issuance of domestic shares and overseas listed foreign shares as approved by the securities authority of the State Council.</del></p> <p><u>The Company may implement separately its proposals for the issuance of domestic shares and overseas listed foreign shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority of the State Council.</u></p>	<p>This article is no longer applicable due to changes in PRC regulations.</p>	<p>The amendment is made according to the changes in PRC regulations, which will not have a material impact on shareholders' rights.</p>
<p><b>Article 21</b> Where the total number of shares stated in the proposal includes issuance of overseas listed foreign shares and issuance of domestic shares, shares under such issuances should be fully subscribed. If the shares cannot be fully subscribed all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</p>	<p><del><b>Article 21</b> Where the total number of shares stated in the proposal includes issuance of overseas listed foreign shares and issuance of domestic shares, shares under such issuances should be fully subscribed. If the shares cannot be fully subscribed all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</del></p>	<p>This article is no longer applicable due to changes in PRC regulations.</p>	<p>The amendment is made according to the changes in PRC regulations, which will not have a material impact on shareholders' rights.</p>

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 23</b> The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, regulations, listing rules of the place where the stocks are traded, subject to the resolution of general meeting and based on the relevant requirements of the Articles of Association.</p> <p>The Company may increase its capital by:</p> <p>(I) Offer new shares to non-specially-designated investors for subscription;</p> <p>(II) Place new shares to existing shareholders;</p> <p>(III) Offer new shares to existing shareholders;</p> <p>(IV) Issue new shares to specially-designated investors;</p> <p>(V) Convert capital reserves into share capital;</p> <p>(VI) Any other means stipulated in the laws and administrative regulations and approved by the relevant regulatory authority.</p> <p>Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and listing rules of the place where the stocks are traded and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the listing rules of the place where the stocks are traded.</p>	<p><b>Article 23</b> The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, regulations, listing rules of the place where the stocks are traded, subject to the resolution of general meeting and based on the relevant requirements of the Articles of Association.</p> <p>The Company may increase its capital by:</p> <p>(I) <del>Offer new shares to non-specially-designated investors for subscription;</del> <u>Public offering of shares;</u></p> <p>(II) <del>Place new shares to existing shareholders;</del> <u>Non-public offering of shares;</u></p> <p>(III) Offer new shares to existing shareholders;</p> <p>(IV) <del>Issue new shares to specially-designated investors;</del></p> <p><del>(V)</del> Convert capital reserves into share capital;</p> <p><del>(#)(V)</del> Any other means stipulated in the laws and administrative regulations and approved by the relevant regulatory authority.</p> <p>Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and listing rules of the place where the stocks are traded and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the listing rules of the place where the stocks are traded.</p>	<p>Part of this article is no longer applicable due to changes in PRC regulations.</p>	<p>The amendment is made according to the changes in PRC regulations, which will not have a material impact on shareholders' rights.</p>

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 29</b> The Company may, upon the approval of the relevant governing authorities of the People's Republic of China, repurchase its shares in one of the following ways:</p> <p>(I) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(II) repurchasing through public trading on a stock exchange;</p> <p>(III) repurchasing the Shares by agreement without involving a stock exchange;</p> <p>(IV) other means approved by the relevant regulatory authorities.</p>	<p><del><b>Article 29</b> The Company may, upon the approval of the relevant governing authorities of the People's Republic of China, repurchase its shares in one of the following ways:</del></p> <p><del>(I) making a pro rata general offer of repurchase to all its shareholders;</del></p> <p><del>(II) repurchasing through public trading on a stock exchange;</del></p> <p><del>(III) repurchasing the Shares by agreement without involving a stock exchange;</del></p> <p><del>(IV) other means approved by the relevant regulatory authorities.</del></p>	<p>This article is no longer applicable due to changes in PRC regulations.</p>	<p>The amendment is made according to the changes in PRC regulations, which will not have a material impact on shareholders' rights.</p>

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 30</b> The Company must obtain the prior approval of the shareholders at a general meeting, in the manner stipulated in the Articles of Association, before repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, rescind or vary the agreement it has entered into, or waive any rights in the agreement.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes but is not limited to an agreement to become obliged to repurchase shares and acquire to have the right to repurchase shares.</p> <p>The Company shall not assign an agreement to repurchase its shares or any right provided in such agreement.</p> <p>In the case of redeemable shares in the company, for the purpose of the redeemable shares that the Company is entitled to repurchase, if the repurchases are not made on the market or by tender, the prices shall be limited to a maximum price; if repurchases are made by tender, such tender should be made available to all shareholders equally.</p>	<p><del><b>Article 30</b> The Company must obtain the prior approval of the shareholders at a general meeting, in the manner stipulated in the Articles of Association, before repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, rescind or vary the agreement it has entered into, or waive any rights in the agreement.</del></p> <p><del>An agreement for the repurchase of shares referred to in the preceding paragraph includes but is not limited to an agreement to become obliged to repurchase shares and acquire to have the right to repurchase shares.</del></p> <p><del>The Company shall not assign an agreement to repurchase its shares or any right provided in such agreement.</del></p> <p><del>In the case of redeemable shares in the company, for the purpose of the redeemable shares that the Company is entitled to repurchase, if the repurchases are not made on the market or by tender, the prices shall be limited to a maximum price; if repurchases are made by tender, such tender should be made available to all shareholders equally.</del></p>	<p>This article is no longer applicable due to changes in PRC regulations.</p>	

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 32</b> Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its issued shares:</p> <p>(I) for repurchases of Shares by the Company at their par value, payment shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose;</p> <p>(II) where the Company repurchases its Shares at a premium to its par value, payment up to the par value shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>(1) if the Shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p>	<p><del><b>Article 32</b> Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its issued shares:</del></p> <p><del>(I) for repurchases of Shares by the Company at their par value, payment shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose;</del></p> <p><del>(II) where the Company repurchases its Shares at a premium to its par value, payment up to the par value shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</del></p> <p><del>(1) if the Shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</del></p>	<p>This article is no longer applicable due to changes in PRC regulations.</p>	<p>The amendment is made according to the changes in PRC regulations, which will not have a material impact on shareholders' rights.</p>

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p>(2) if the Shares being repurchased are issued at a premium to its par value, payment shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose; however, the amount deducted from the proceeds of issuance of new Shares shall not exceed the aggregate amount of the premium received by the Company from the issuance of the Shares so repurchased, nor shall it exceed the amount in the Company's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p>	<p><del>(2) if the Shares being repurchased are issued at a premium to its par value, payment shall be deducted from the book balance of its distributable profits and from the proceeds of issuance of new Shares for that purpose; however, the amount deducted from the proceeds of issuance of new Shares shall not exceed the aggregate amount of the premium received by the Company from the issuance of the Shares so repurchased, nor shall it exceed the amount in the Company's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase;</del></p>		

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p>(III) the payments paid by the Company for the following purposes shall be expensed from the Company's distributable profits:</p> <p>(1) acquisition of the rights to repurchase its own Shares;</p> <p>(2) variation of any contract to repurchase of its shares;</p> <p>(3) releasing from its obligations under repurchase contract.</p> <p>(IV) after the aggregate par value of the canceled Shares is deducted from the Company's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the Shares at par value shall be credited to the Company's premium account (or capital reserve fund account).</p> <p>If it is otherwise provided in laws, regulations, rules, normative documents and relevant requirements under the securities regulatory authority of the place where the Company's Shares are listed regarding the financial treatment of the repurchase of the Shares, the latter shall prevail.</p>	<p><del>(III) the payments paid by the Company for the following purposes shall be expensed from the Company's distributable profits:</del></p> <p><del>(1) acquisition of the rights to repurchase its own Shares;</del></p> <p><del>(2) variation of any contract to repurchase of its shares;</del></p> <p><del>(3) releasing from its obligations under repurchase contract.</del></p> <p><del>(IV) after the aggregate par value of the canceled Shares is deducted from the Company's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the Shares at par value shall be credited to the Company's premium account (or capital reserve fund account).</del></p> <p><del>If it is otherwise provided in laws, regulations, rules, normative documents and relevant requirements under the securities regulatory authority of the place where the Company's Shares are listed regarding the financial treatment of the repurchase of the Shares, the latter shall prevail.</del></p>		

Before Amendment	After Amendment	Reason for Amendment	Effect of Amendment on Shareholder Protection
<p><b>Article 78</b> The following matters shall be approved by general meeting by special resolutions:</p> <p>(I) increasing or reducing the registered capital of the Company and issuing Shares of any class, equity warrants and other similar securities;</p> <p>(II) the issuance of corporate bond by the Company;</p> <p>(III) division, merger, dissolution and liquidation or change of corporate form of the Company;</p> <p>(IV) amendment to these Articles;</p> <p>(V) matters stipulated by laws, administrative regulations, listing rules of the place where the Company's Shares are listed or these Articles, or matters which are determined by an ordinary resolution of the general meeting to be of material significance to the Company and are required to be approved by way of special resolutions.</p> <p>“Within one year” refers to “within one financial year”.</p>	<p><b>Article 78</b> The following matters shall be approved by general meeting by special resolutions:</p> <p>(I) increasing or reducing the registered capital of the Company and issuing Shares of any class, equity warrants and other similar securities;</p> <p>(II) the issuance of corporate bond by the Company;</p> <p>(III) division, merger, dissolution and liquidation or change of corporate form of the Company;</p> <p>(IV) amendment to these Articles;</p> <p>(V) <u>(where the Company's share capital is divided into different classes of shares) the rights of class shareholders to be changed or abolished by the Company (and in which event the special resolution shall be passed at a separate general meeting before proceeding);</u></p> <p>(VI) matters stipulated by laws, administrative regulations, listing rules of the place where the Company's Shares are listed or these Articles, or matters which are determined by an ordinary resolution of the general meeting to be of material significance to the Company and are required to be approved by way of special resolutions.</p> <p>“Within one year” refers to “within one financial year”.</p>	<p>To further refine the existing article for avoidance of doubt in compliance with Appendix 3 to the Listing Rules.</p>	<p>The amendment is made in consistent with Appendix 3 to the Listing Rules which aligns with shareholder protection.</p>



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

### **歸創通橋醫療科技股份有限公司**

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

**(Stock Code: 2190)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Zylox-Tonbridge Medical Technology Co., Ltd. (the “**Company**”) will be convened and held at Meeting Room 202, 2nd Floor, Zylox-Tonbridge Industrial Park, No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, the PRC on Thursday, October 19, 2023 at 9:00 a.m. (the “**EGM**”) for the purposes of considering and, if thought fit, passing the following resolution:

### **SPECIAL RESOLUTION**

To consider and approve the proposed amendments to Articles 20, 21, 23, 29, 30, 32 and 78 of the articles of association of the Company as set out in the Appendix to the circular of the Company dated October 3, 2023, and to authorize the directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising therefrom.

By order of the board

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

**歸創通橋醫療科技股份有限公司**

**Dr. Jonathon Zhong Zhao**

*Chairman and Executive Director*

Hong Kong, October 3, 2023

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. All of the above resolutions to be proposed at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.
4. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. October 18, 2023 at 9:00 a.m.), or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy shall not preclude the shareholders of the Company (the “**Shareholders**”) from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
7. For purpose of determining the Shareholders entitled to attend and vote at the EGM or any adjournment thereof, the register of members of the Company will be closed from October 16, 2023 to October 19, 2023 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be October 19, 2023. In order to qualify for the entitlement to attend and vote at the EGM, the Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on October 13, 2023.
8. All times refer to Hong Kong local time, except as otherwise stated.

*As at the date of this notice, the board of directors of the Company comprises Dr. Jonathon Zhong Zhao, Mr. Yang Xie and Dr. Zheng Li as executive directors, Mr. Stephen Hui Wang, Dr. Steven Dasong Wang and Mr. Dongfang Li as non-executive directors, and Dr. Jian Ji, Mr. Hongze Liang and Ms. Yun Qiu as independent non-executive directors.*