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北京市春立正達醫療器械股份有限公司

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

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

**(Stock Code: 1858)**

## **ANNOUNCEMENT**

- (1) PROPOSED CHANGE OF BUSINESS SCOPE;**
- (2) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;**
- AND**
- (3) PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR THE INDEPENDENT DIRECTORS**

The board (the “**Board**”) of the directors (the “**Directors**”) of Beijing Chunlizhengda Medical Instruments Co., Ltd.\* (the “**Company**”) has proposed to change the Company’s business scope, amend the articles of association of the Company (the “**Articles of Association**”) and amend the Working System for the Independent Directors of the Company (the “**Working System for the Independent Directors**”). The above proposed change and amendments will be put forward to the shareholders of the Company (the “**Shareholders**”) for their consideration and approval at the extraordinary general meeting of the Company (the “**EGM**”). A circular containing, among other things, details of the above proposed change and amendments, together with a notice of the EGM and the related proxy form will be dispatched to Shareholders on or before 10 November 2023.

### **PROPOSED CHANGE OF BUSINESS SCOPE**

In view of the actual situation of the operation and production of the Company and to satisfy the business needs of the Company, the Board proposes to expand the business scope of the Company as follows:

Existing Business Scope: The production of Class III medical devices such as III-6846-1 implants, III-6846-2 artificial organ implants (joint prosthesis, custom joint prosthesis and stabler in spine), the sale of Class III medical devices such as implants materials and artificial organs, medical knitwear and adhesive; sales of Class II medical devices such as physiotherapy and rehabilitation equipment and orthopedics surgery devices, as well as the sales of Class I medical devices such as basic surgery devices, preparation system for producing platelet-rich plasma, medical centrifuge, repairment and reconstruction of ligament damaged from exercise and replacement of implants, medical endoscope system, production of non-medical masks (strictly for the safeguard of lives during the epidemic), imports and exports and technology promotion and sales of non-medical masks.

Amended Business Scope: The production of Class I medical devices; the sales of Class I medical devices; the production of Class II medical devices; the sales of Class II medical devices; the production of Class III medical devices (the operating activities of which can only be commenced under permission and approval); the operation of Class III medical devices (the operating activities of which can only be commenced under permission and approval); imports and exports of goods; the services, development, consultancy, communication, transference and promotion of technology; the research and experimental development of projects and technology; the additive manufacturing; the technology development of new materials; manufacturing of synthetic materials (excluding hazardous chemicals); 3D printing services; the production of cosmetics; sale of hygiene products and disposable medical supplies; non-residential property leasing.

The proposed change of business scope is subject to the satisfaction of the following conditions:

- (a) the proposed change of the business scope and proposed amendment to the Articles of Association being approved by the Shareholders at the EGM by way of special resolution; and
- (b) obtaining all the necessary approvals from the Market Supervision and Regulation Bureau of Beijing Municipality for the change of the business scope.

The application for and filing of change and registration with the Market Supervision and Regulation Bureau of Beijing Municipality will be made by the Company after the passing of the relevant special resolutions at the EGM. The proposed change of the business scope will take effect from the date on which the business licence in relation to the amended business scope is issued by the Market Supervision and Regulation Bureau of Beijing Municipality.

## PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board proposes to make the following amendments to the Articles of Association (deleted texts are presented in strikethrough and added texts are presented in underline), in relation to the change of the business scope:

Original provision	Amended provision
<p><b>Article 12</b> The scope of business operations of the Company shall fall within the scope authorised by the company approving authorities and approved by the relevant administrative authorities for industry and commerce.</p> <p>The scope of business operations of the Company includes: <del>the production of Class III medical devices such as III-6846-1 implants, III-6846-2 artificial organ implants (joint prosthesis, custom joint prosthesis and stabler in spine), the sale of Class III medical devices such as implants materials and artificial organs, medical knitwear and adhesive; sales of Class II medical devices such as physiotherapy and rehabilitation equipment and orthopedies surgery devices, as well as the sales of Class I medical devices such as basic surgery devices, preparation system for producing platelet-rich plasma, medical centrifuge, repairment and reconstruction of ligament damaged from exercise and replacement of implants, medical endoscope system, production of non-medical masks (strictly for the safeguard of lives during the epidemic), imports and exports and technology promotion and sales of non-medical masks. (The Company has the right to select the business scope and conduct operations according to laws. For projects which can only be operated under permission by laws, the Company conducts such business and operations with permission of relevant departments for permitted aspects and shall not engage in operations prohibited or restricted by the regional industrial policies.)</del></p>	<p><b>Article 12</b> The scope of business operations of the Company shall fall within the scope authorised by the company approving authorities and approved by the relevant administrative authorities for industry and commerce.</p> <p>The scope of business operations of the Company includes: <u>the production of Class I medical devices; the sales of Class I medical devices; the production of Class II medical devices; the sales of Class II medical devices; the production of Class III medical devices (the operating activities of which can only be commenced under permission and approval); the operation of Class III medical devices (the operating activities of which can only be commenced under permission and approval); imports and exports of goods; the services, development, consultancy, communication, transference and promotion of technology; the research and experimental development of projects and technology; the additive manufacturing; the technology development of new materials; manufacturing of synthetic materials (excluding hazardous chemicals); 3D printing services; the production of cosmetics; sale of hygiene products and disposable medical supplies; non-residential property leasing;</u> (The Company has the right to select the business scope and conduct operations according to laws. For projects which can only be operated under permission by laws, the Company conducts such business and operations with permission of relevant departments for permitted aspects and shall not engage in operations prohibited or restricted by the regional industrial policies).</p>

Original provision	Amended provision
The Company may change its scope of business operations according to the laws, in line with domestic and international market demands, its development capability and business requirements.	The Company may change its scope of business operations according to the laws, in line with domestic and international market demands, its development capability and business requirements.

The business scope as referred to above shall be subject to the approval of registration by the Market Supervision and Regulation Bureau of Beijing Municipality.

Save for the aforementioned article, the contents of other articles in the Articles of Association remain unchanged.

The Articles of Association are prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendment to the Articles of Association is subject to the approval of the Shareholders at the EGM by way of special resolution.

#### **PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR THE INDEPENDENT DIRECTORS**

According to the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Rules for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the China Securities Regulatory Commission, the Rules Governing the Listing of Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), the Guideline No.1 on the Application of Self-Regulatory Rules for Listed Companies on the Science and Technology Innovation Board of Shanghai Stock Exchange – Regulated Operation (《上海證券交易所科創板上市公司自律監管指引第1號—規範運作》), and the Articles of Association, and combined with the actual situation of the Company, the Board proposes to make amendments to the Working System for the Independent Directors.

The proposed amendments to the Working System for the Independent Directors are subject to the approval of the Shareholders at the EGM by way of ordinary resolution. The full text of the amended Working System for the Independent Directors is listed in Appendix to the circular to be dispatched to the Shareholders.

The Working System for the Independent Directors is prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

## GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the special resolution in relation to the change of the business scope and the amendment to the Articles of Association, and the ordinary resolution regarding the amendments to the Working System for the Independent Directors.

A circular containing, among other things, (i) the details of the proposed change of the business scope, the proposed amendment to the Articles of Association and the proposed amendments to the Working System for the Independent Directors; and (ii) a notice of the EGM will be despatched to the Shareholders of the Company as soon as practicable.

Further announcement(s) will be made by the Company when the proposed change of the business scope, the proposed amendment to the Articles of Association and the proposed amendments to the Working System for the Independent Directors become effective.

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Wenling**  
*Chairman*

Beijing, the PRC, 30 October 2023

*As at the date of this announcement, the executive Directors are Ms. Shi Wenling, Mr. Shi Chunbao, Ms. Yue Shujun and Mr. Xie Feng Bao; the non-executive Director is Mr. Wang Xin; and the independent non-executive Directors are Ms. Yao Lijie, Mr. Weng Jie and Mr. Wong Tak Shing.*

\* *For identification purposes only*