

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in **Shanghai Kindly Medical Instruments Co., Ltd.\*** (上海康德萊醫療器械股份有限公司), you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Shanghai Kindly Medical Instruments Co., Ltd.\***

**上海康德萊醫療器械股份有限公司**

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

**(Stock Code: 1501)**

## **SUPPLEMENTAL CIRCULAR**

### **(1) CONDITIONAL GRANT AND ISSUE OF DOMESTIC SHARES UNDER THE 2023 SHARE INCENTIVE SCHEME (2) REVISED NOTICE OF POSTPONED EGM**

This supplemental circular should be read together with the Original Circular dated 16 October 2023. A supplemental letter from the Board is set out on pages 4 to 13 of this supplemental circular.

Revised notice convening the Postponed EGM to be held at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC on Tuesday, 19 December 2023 at 2:00 p.m. are set out on pages EGM-1 to EGM-3 in this supplemental circular. Revised proxy form for use at the Postponed EGM are also enclosed. Such revised proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kdl-int.com](http://www.kdl-int.com)). The original proxy form despatched with the Original Circular is superseded by the revised proxy form enclosed herewith.

Whether or not you are able to attend the Postponed EGM, you are requested to complete the revised proxy form in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders) as soon as possible but in any event no less than 24 hours before the time appointed for the holding of the Postponed EGM or any adjournment thereof. Completion and return of the revised proxy form will not preclude Shareholders from attending and voting in person at the Postponed EGM or any adjournment thereof (as the case may be) if they so wish and in such event, the revised proxy form shall be deemed to be revoked.

\* For identification purposes only

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## DEFINITIONS

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

“2023 Share Incentive Scheme” or “Scheme”	the 2023 employee share incentive scheme of Shanghai Kindly Medical Instruments Co., Ltd.* (上海康德萊醫療器械股份有限公司員工股權激勵計劃(2023年)) to be considered and approved by the Shareholders at the Postponed EGM
“associate(s)”	has the meaning ascribed to thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“Board Meeting”	the meeting of the Board held on 29 August 2023
“Company”	Shanghai Kindly Medical Instruments Co., Ltd.* 上海康德萊醫療器械股份有限公司, a joint stock company incorporated in the PRC with limited liability
“Conditional Grant”	the conditional grant of a total of 2,360,000 Restricted Shares to the Conditional Grantees under the 2023 Share Incentive Scheme
“Conditional Grantee(s)”	Dr. Liang Dongke, Mr. Lin Sen and Dr. Song Yuan
“core connected person(s)”	has the meanings ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the 2023 first extraordinary general meeting to resolve, among others, the proposed adoption of the 2023 Share Incentive Scheme, the proposed change of company name, the proposed authorization to the Board and/or the delegate to handle matters pertaining to the 2023 Share Incentive Scheme and the proposed amendments to the articles of association of the Company, which was originally scheduled to be held on Friday, 3 November 2023

## DEFINITIONS

“Employee Shareholding Platform(s)” or “Partnership(s)”	limited partnership(s) to be established in the PRC as the employee shareholding platform(s) for the purpose of the 2023 Share Incentive Scheme
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	any Shareholder who is not required to abstain from voting on the relevant resolution in relation to the issue and grant of the Restricted Shares under the 2023 Share Incentive Scheme at the Postponed EGM
“Latest Practicable Date”	27 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Circular”	the circular of the Company dated 16 October 2023
“Postponed EGM”	the EGM postponed and rescheduled to be held on Tuesday, 19 December 2023 to resolve, among others, the proposed adoption of the 2023 Share Incentive Scheme, the proposed change of company name, the proposed authorization to the Board and/or the delegate to handle matters pertaining to the 2023 Share Incentive Scheme, the proposed amendments to the articles of association of the Company and the Conditional Grant
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee established by the Board with terms of reference in compliance with Appendix 14 to the Listing Rules

## DEFINITIONS

“Restricted Share(s)”	the restricted share(s) under the 2023 Share Incentive Scheme, which are in the form of equity interest in the Employee Shareholding Platform
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Mandate Limit”	5,000,000 Shares, the maximum total number of Shares that may be issued in respect of all options and awards to be granted under the 2023 Share Incentive Scheme and other share schemes of the Company
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including the Domestic Share(s) and H Share(s)
“Shareholder(s)”	Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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**Shanghai Kindly Medical Instruments Co., Ltd.\***

**上海康德萊醫療器械股份有限公司**

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

**(Stock Code : 1501)**

*Executive Directors:*

Dr. Liang Dongke

*(Chairman and General Manager)*

Mr. Lin Sen

*Registered office, headquarters and  
principal place of business in the PRC:*

Block 2, No. 925 Jin Yuan Yi Road

Jiading District, Shanghai

the PRC

*Non-executive Directors:*

Mr. Zhang Weixin

Ms. Chen Hongqin

Dr. Song Yuan

Mr. Wang Ruiqin

*Principal place of business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street, Causeway Bay

Hong Kong

*Independent non-executive Directors:*

Mr. Jian Xigao

Mr. Hui Hung Kwan

Mr. Xu Congli

30 November 2023

*To the Shareholders:*

Dear Sir or Madam,

**(1) CONDITIONAL GRANT AND ISSUE OF DOMESTIC SHARES  
UNDER THE 2023 SHARE INCENTIVE SCHEME  
(2) REVISED NOTICE OF POSTPONED EGM**

**INTRODUCTION**

References are made to the announcement of the Company dated 29 August 2023 and the Original Circular dated 16 October 2023 in relation to, among other things, (i) the proposed adoption of the 2023 Share Incentive Scheme; (ii) the announcement of the Company dated 26 October 2023 in relation to the postponement of the EGM; and (iii) the announcement of the Company dated 24 November 2023 in relation to the Conditional Grant and issue of Domestic

\* For identification purposes only

## LETTER FROM THE BOARD

Shares under the 2023 Share Incentive Scheme. The purpose of this supplemental circular is to provide you with (i) the information in respect of the Conditional Grant; (ii) the recommendation of the Board, including all the independent non-executive Directors, but excluding Dr. Liang Dongke, Mr. Lin Sen and Dr. Song Yuan, in relation to the Conditional Grant; and (iii) the revised notice of the Postponed EGM.

### CONDITIONAL GRANT AND ISSUE OF RESTRICTED SHARES

On 24 November 2023, the Board (including all the independent non-executive Directors) resolved, among other things, to conditionally grant 2,360,000 Domestic Shares to the Conditional Grantees (through the Employee Shareholding Platform) as follows, subject to the Independent Shareholders' approval.

Details of the Conditional Grant are as follows:

Name	Position(s)	Number of Restricted Shares to be granted	Form of grant	Percentage of total number of Restricted Shares to be granted	Approximate percentage of the total issued Shares as at the Latest Practicable Date
Dr. Liang Dongke	Chairman of the Board, executive Director and general manager	1,760,000	Through Employee Shareholding Platform	35.20%	1.03%
Mr. Lin Sen	Executive Director	300,000	Through Employee Shareholding Platform	6.00%	0.18%
Dr. Song Yuan	Non-executive Director and joint company secretary	300,000	Through Employee Shareholding Platform	6.00%	0.18%
<b>Total</b>		<b><u>2,360,000</u></b>		<b><u>47.20%</u></b>	<b><u>1.39%</u></b>

## LETTER FROM THE BOARD

A summary of the key terms of the Conditional Grant is set out below:

<b>Number of Restricted Shares granted</b>	:	2,360,000 Domestic Shares
<b>Grant price</b>	:	RMB12.0
<b>Closing price of the share on the date of grant</b>	:	N/A (the Domestic Shares are not publicly traded)
<b>Exercise period</b>	:	12 months after obtaining the CSRC approval
<b>Vesting period</b>	:	Nil (the Restricted Shares granted under the Scheme will vest immediately on the date of grant)

There is no vesting period imposed on the Restricted Shares granted under the Conditional Grant in order to provide more incentives for them to achieve their respective performance targets and make long-term contribution to the development of the Company. Considering that such vesting arrangements are appropriate for retaining, incentivising, rewarding, remunerating and compensating the Conditional Grantees who are valuable employees of the Group and the Restricted Shares granted under the Conditional Grant will be subject to a total vesting and holding period (i.e., the Lock-up Period (as defined below)) of more than 12 months, the Remuneration Committee is of the view that such arrangement with no vesting period under the Conditional Grant is justifiable and aligns with the purposes of the Scheme.

<b>Lock-up Period (i.e. minimum holding period)</b>	:	The Shares obtained by the employees under the Scheme will be subject to a lock-up period of 60 months (the “ <b>Lock-up Period</b> ”) commencing from the date of grant as approved by the Board.
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During the Lock-up Period, if the Domestic Shares are listed on a stock exchange, the partnership interest acquired by the grantees through the Scheme shall not be transferred upon the listing of the Domestic Shares, and the Lock-Period will be extended until the expiry of 36 months of the listing of the Domestic Shares (or the Lock-up Period after the listing of the Domestic Shares pursuant to the latest laws and regulations at that time).



## LETTER FROM THE BOARD

During the Lock-up Period, the Partnership shall not sell or transfer the Domestic Shares acquired through the Scheme. In the meantime, the partners of the Partnership shall not dispose in any way (including but not limited to transfer, entrust to hold, create encumbrance, except for repurchases under the Scheme) the partnership interest or any related rights or interest acquired under the Scheme, nor can it be used to secure or repay debts. Upon expiry of the Lock-up Period, the grantees may reduce partnership interest in accordance with the relevant regulations of the securities regulatory authorities and the stock exchange.

During the Lock-up Period, new Shares and corresponding partnership interest arising from capital reserve, bonus issue, placing and share allotment to existing Shareholders based on Shares obtained indirectly through the Employee Shareholding Platform under the Scheme shall be locked at the same time, with the same end date of the Lock-up Period as that of the partnership interest first granted.

**Performance targets of the Restricted Shares granted** : During the Lock-up Period, the Conditional Grantees shall, in addition to comply with the above Lock-up Period requirements, fulfill the relevant performance target. The performance assessment period are the three accounting years from 2024 to 2026, and the Conditional Grantees will be assessed in each accounting year (each year called “**Assessment Year**”).

## LETTER FROM THE BOARD

The detailed performance assessment arrangement are as follows:

<b>Arrangement for fulfilment of performance target</b>	<b>Assessment Year</b>	<b>Performance target</b>	<b>Proportion of Shares corresponding to that assessment period</b>
First assessment period	2024	Based on the revenue for the year of 2023, the growth rate of revenue in 2024 shall not be less than 10%	30%
Second assessment period	2025	Based on the revenue for the year of 2023, the growth rate of revenue in 2025 shall not be less than 20%	30%
Third assessment period	2026	Based on the revenue for the year of 2023, the growth rate of revenue in 2026 shall not be less than 30%	40%

*Note: The above revenue refers to the revenue in the consolidated financial statements of the Company.*

**Clawback  
mechanism**

- : In the circumstances where the Conditional Grantees violate laws, violates professional ethics, discloses the Company's confidential information, neglects or derelict duties etc., thereby causing damage to the interest or reputation of the Company and leading to change of positions, or terminates labor relationship with the Company due to the aforesaid reasons, then the partnership interest (if any) within the Lock-up Period shall be repurchased by the general partner of the Partnership at the Grant Price, and the Domestic Shares that are not yet granted due to issuance in installments shall be terminated and no longer to granted. In the meantime, the Conditional Grantees shall return all benefits arising from exercising of interest and shall compensate the Company for any losses caused.

## LETTER FROM THE BOARD

**Financial assistance** : The Group does not provide any financial assistance to the Conditional Grantees to facilitate the purchase of the Restricted Shares under the 2023 Share Incentive Scheme.

**Others** : The partnership interest granted to the Conditional Grantees shall not be transferred or used for guarantee or repayment of debts during the Lock-up Period; partnership interest unlocked after expiry of the Lock-up Period can be freely transferred in accordance with the relevant requirements of the securities supervision department and the stock exchange, and shall be entitled to the same interest (including rights arising from winding up of the Company), in all aspects, as the exiting fully-paid Shares already issued on the unlocking date or (if the unlocking date is a day when the Company suspend share transfer registration) the first date of re-opening share transfer registration. Shares unlocked after expiry of the Lock-up Period.

Partnership interest granted to the Conditional Grantees shall be entitled to their due rights after the grant date, including but not limited to dividend rights and voting rights of such Domestic Shares etc. However, new Shares and corresponding partnership interest arising from dividend shares, shares obtained through capital reserve, bonus issue, placing and share allotment to existing Shareholders based on Shares obtained indirectly through the Employee Shareholding Platform under the Scheme shall be locked-up at the same time, and shall not be transferred to institutions/natural persons other than the general partner of the Partnership, with the same end date of the Lock-up Period of such Shares granted.

### **SHARES TO BE ISSUED AND NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT**

The new Shares that may be allotted and issued by the Company to satisfy the Conditional Grant represent approximately 1.39% of the total issued Shares as at the Latest Practicable Date and the adoption date of the 2023 Share Incentive Scheme. The Restricted Shares granted under the Conditional Grant, when issued and allotted, shall rank *pari passu* among themselves and with the fully paid Shares in issue.

The number of Shares available for future grant after the Conditional Grant under the Scheme Mandate Limit will be 2,640,000 Shares.

## **LETTER FROM THE BOARD**

### **REASONS FOR THE CONDITIONAL GRANT**

The purposes and objectives of the Conditional Grant are to recognize the contributions by the Conditional Grantees and give incentives thereto in order to retain them for the continual operation and development of the Group. The Board and the Remuneration Committee are of the view that the Conditional Grant serves as an incentive for recognition of the Conditional Grantees' past contributions in driving the continual business operation and development of the Group and to encourage them to further apply their expertise, experience and leadership to the development of the Group in the future.

In determining the number of Restricted Shares to be granted to each of the Conditional Grantees, the Board has considered various factors including but not limited to, (i) the functions, job responsibilities, duty importance and personnel seniorities of the Conditional Grantees; (ii) the price of the Share and the annual salary of the Conditional Grantees; and (iii) in respect of the aforesaid, whether the Conditional Grant is sufficient to retain them for the continual operation and development of the Group. The Remuneration Committee is of the view that the number of Restricted Shares to be granted to each of the Conditional Grantees is fair and reasonable as the number of the Restricted Shares was determined with reference to, among other things, (i) the essential duties and responsibilities in the Group of each of the Conditional Grantees; and (ii) the value of the Conditional Grant.

Having considered the above, the Board, including all the independent non-executive Directors, and excluding Dr. Liang Dongke, Mr. Lin Sen and Dr. Song Yuan, who abstained from voting on the relevant Board resolutions to approve the Conditional Grant, consider that the terms of the Conditional Grant are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of Restricted Shares to a Director, chief executive or substantial Shareholder of the Company, or their respective associates, under the 2023 Share Incentive Scheme, must be approved by the independent non-executive Directors. On 24 November 2023, the Conditional Grant was approved by all the independent non-executive Directors.

Pursuant to Rule 17.04(2) of the Listing Rules, where any grant of Restricted Shares to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all award shares to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issued,

## LETTER FROM THE BOARD

such further grant must be approved by the Shareholders in general meeting where such grantee and his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

- (1) As the Conditional Grant to Dr. Liang Dongke through the Employee Shareholding Platform (representing approximately 1.03% of the Shares in issue as at the date of the Conditional Grant) would, result in the Shares issued and to be issued in respect to all awards granted to him in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Dr. Liang Dongke, his associates and all core connected persons of the Company shall abstain from voting in favour of the relevant resolution at the Postponed EGM pursuant to the Listing Rules.
- (2) As the Conditional Grant to Mr. Lin Sen through the Employee Shareholding Platform (representing approximately 0.18% of the Shares in issue as at the date of the Conditional Grant) would, result in the Shares issued and to be issued in respect to all awards granted to him in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Mr. Lin Sen, his associates and all core connected persons of the Company shall abstain from voting in favour of the relevant resolution at the Postponed EGM pursuant to the Listing Rules.
- (3) As the Conditional Grant to Dr. Song Yuan through the Employee Shareholding Platform (representing approximately 0.18% of the Shares in issue as at the date of the Conditional Grant) would, result in the Shares issued and to be issued in respect to all awards granted to her in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Dr. Song Yuan, her associates and all core connected persons of the Company shall abstain from voting in favour of the relevant resolution at the Postponed EGM pursuant to the Listing Rules.

To the extent that the Company is aware having made all reasonable enquiries as at the Latest Practicable Date, Dr. Liang Dongke, Mr. Lin Sen, Mr. Wang Ruiqin, Ningbo Int Investment Partnership (Limited Partnership)\* (寧波瑛泰投資合夥企業(有限合夥)), Jingning Int Chuangyuan Enterprise Management Partnership (Limited Partnership)\* (景寧瑛泰創源企業管理合夥企業(有限合夥)), Jingning Int Chuangqi Enterprise Management Partnership (Limited Partnership)\* (景寧瑛泰創啟企業管理合夥企業(有限合夥)) being the core connected persons and/or associates of Directors of the Company who are entitled to exercise control over the voting rights in respect of an aggregate of 31,228,570 Shares representing approximately 18.26% of the total number of Shares in issue as at the Latest Practicable Date, are thus required to abstain from voting in favour on the relevant resolutions in respect of the

## LETTER FROM THE BOARD

Conditional Grant. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, save as disclosed above, no other Shareholders will be required to abstain from voting in favour on the resolution in respect of the Conditional Grant.

The Postponed EGM will be convened and held to consider, and if thought fit, approve, among other things, the Conditional Grant and the transactions contemplated thereunder. As at the Latest Practicable Date, no core connected person has indicated intention to vote against the relevant resolution at the Postponed EGM.

Each of Dr. Liang Dongke, Mr. Lin Sen and Dr. Song Yuan has abstained from approving the relevant Board resolution on the grant of Restricted Shares to himself/herself under the Conditional Grant. Also, each of Dr. Liang Dongke and Dr. Song Yuan (spouse of Dr. Liang Dongke) has abstained from approving the relevant Board resolution on the issue and grant of Restricted Shares to the other under the Conditional Grant. Save as disclosed, none of the other Directors had any interest in the Conditional Grant and therefore no other Directors abstained from voting on the relevant resolution of the Board in respect of the Conditional Grant.

### POSTPONED EGM

A revised notice convening the Postponed EGM to be held on Tuesday, 19 December 2023 at 2:00 p.m. at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC as set out on pages EGM-1 to EGM-3 of this supplemental circular. The revised proxy form for the Postponed EGM are also enclosed. Such revised proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kdl-int.com](http://www.kdl-int.com)).

Whether or not you are able to attend the Postponed EGM, you are requested to complete the enclosed revised proxy form in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the Postponed EGM or any adjournment thereof. Completion and return of the revised proxy form will not preclude Shareholders from attending and voting in person at the Postponed EGM or any adjournment thereof (as the case may be) if they so wish and in such event, the revised proxy form shall be deemed to be revoked.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the Postponed EGM, the register of members of the Company will be closed from Thursday, 14 December 2023 to Tuesday, 19 December 2023, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's H share register in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Wednesday, 13 December 2023.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are not other matters the omission of which would make any statement herein or this supplemental circular misleading.

### RECOMMENDATION

The Board (including all the independent non-executive Directors, and excluding Dr. Liang Dongke, Mr. Lin Sen and Dr. Song Yuan, who abstained from voting on the Board resolutions to approve the Conditional Grant) consider that the terms of the Conditional Grant are fair and reasonable so far as the Independent Shareholders are concerned, and that the Conditional Grant is in the interests of the Company and the Shareholders as a whole, and therefore recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the Postponed EGM, to approve the Conditional Grant. In addition, the independent non-executive Directors are of the view that the terms of the Conditional Grant are fair and reasonable and the Conditional Grant is in the interest of the Company and the Shareholders as a whole, and therefore recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the Postponed EGM, to approve the Conditional Grant.

By order of the Board  
**Shanghai Kindly Medical Instruments Co., Ltd.\***  
上海康德萊醫療器械股份有限公司  
**Dr. Liang Dongke**  
*Chairman*

\* For identification purposes only

**REVISED NOTICE OF THE POSTPONED EGM**



**Shanghai Kindly Medical Instruments Co., Ltd.\***  
**上海康德萊醫療器械股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code : 1501)**

**REVISED NOTICE OF THE POSTPONED EGM**

**REVISED NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Shanghai Kindly Medical Instruments Co., Ltd.\* (上海康德萊醫療器械股份有限公司) (the “**Company**”) to be held at on Tuesday, 19 December 2023 at 2:00 p.m. at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (the “**Postponed EGM**”) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the proposed adoption of the 2023 Share Incentive Scheme.
2. To consider and approve the proposed conditional grant and the allotment and issue of 1,760,000 Restricted Shares to Dr. Liang Dongke, an executive Director and the general manager, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.
3. To consider and approve the proposed conditional grant and the allotment and issue of 300,000 Restricted Shares to Mr. Lin Sen, an executive Director, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.
4. To consider and approve the proposed conditional grant and the allotment and issue of 300,000 Restricted Shares to Dr. Song Yuan, a non-executive Director, subject to the scheme mandate of the 2023 Share Incentive Scheme being approved at the Postponed EGM.
5. To consider and approve the proposed change of Company name.
6. To consider and approve the proposed amendments to the articles of association of the Company.

\* For identification purposes only



## REVISED NOTICE OF THE POSTPONED EGM

7. To consider and approve the proposed authorization to the Board and/or the delegate to handle matters pertaining to the 2023 Share Incentive Scheme.

By order of the Board  
**Shanghai Kindly Medical Instruments Co., Ltd.\***  
上海康德萊醫療器械股份有限公司  
**Dr. Liang Dongke**  
*Chairman*

Shanghai, the PRC  
30 November 2023

*Registered office, headquarters and principal  
place of business in the PRC:*  
Block 2, No. 925 Jin Yuan Yi Road  
Jiading District, Shanghai the PRC

*Principal place of business in Hong Kong:*  
31/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

*Notes:*

- (i) Any Shareholder of the Company entitled to attend and vote at the Postponed EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (ii) 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.
- (iii) In order to be valid, the revised proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Postponed EGM (i.e., at or before 2:00 p.m. on Monday, 18 December 2023 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be). The original proxy form despatched with the original circular of the Company dated 16 October 2023 is superseded by the revised proxy form.
- (iv) Completion and return of the revised proxy form shall not preclude the Shareholders of the Company from attending and voting in person at the Postponed 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.
- (v) 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 Postponed 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.

\* For identification purposes only

## REVISED NOTICE OF THE POSTPONED EGM

- (vi) In order to determine the entitlement of the Shareholders to attend and vote at the Postponed EGM, the register of members of the Company will be closed from Thursday, 14 December 2023 to Tuesday, 19 December 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Block 2, No. 925 Jin Yuan Yi Road, Jiading District, Shanghai, the PRC (for Domestic Shareholders), by no later than 4:30 p.m. on Wednesday, 13 December 2023.
- (vii) The Postponed EGM is expected to take less than half a day. Shareholders who attend the Postponed EGM shall be responsible for their own travel and accommodation expenses.

*As at the date of this notice, the Board comprises Dr. Liang Dongke and Mr. Lin Sen as executive Directors, Mr. Zhang Weixin, Ms. Chen Hongqin, Dr. Song Yuan and Mr. Wang Ruiqin as non-executive Directors, and Mr. Jian Xigao, Mr. Hui Hung Kwan and Mr. Xu Congli as independent non-executive Directors.*